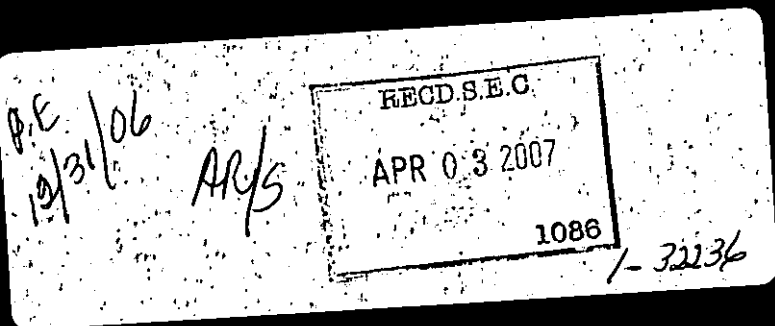


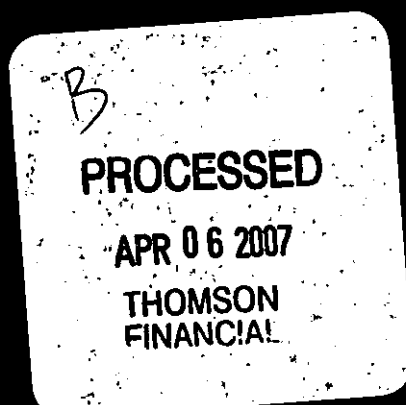


07048369



# 1.2.3.4.

COHEN & STEERS  
ANNUAL REPORT 2006



Since the inception of our firm in 1986, Cohen & Steers has recognized the power of equity securities that provide dividend income and the potential for diversification. We believe our growth in assets under management and success in expanding our investment capabilities reflect a growing demand for high-income equity investments.

Today, we specialize in U.S. REITs, international real estate securities, preferred securities, utilities and large cap value stocks. Our investment portfolios are available through a range of open-end mutual funds, closed-end mutual funds and institutional separate accounts. Research and active portfolio management remain the cornerstones of our business.

This year we also want to share with you the four elements that go into producing consistently good financial results for our shareholders:

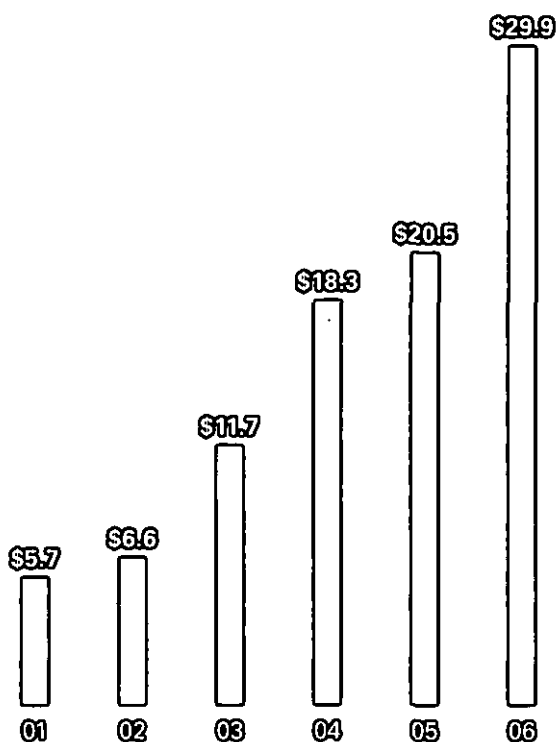
- 1 Maintain High Standards
- 2 Deliver the Message
- 3 Excel at Service and Support
- 4 Never Stop Innovating

# 2006

## Assets Under Management

\$ billions

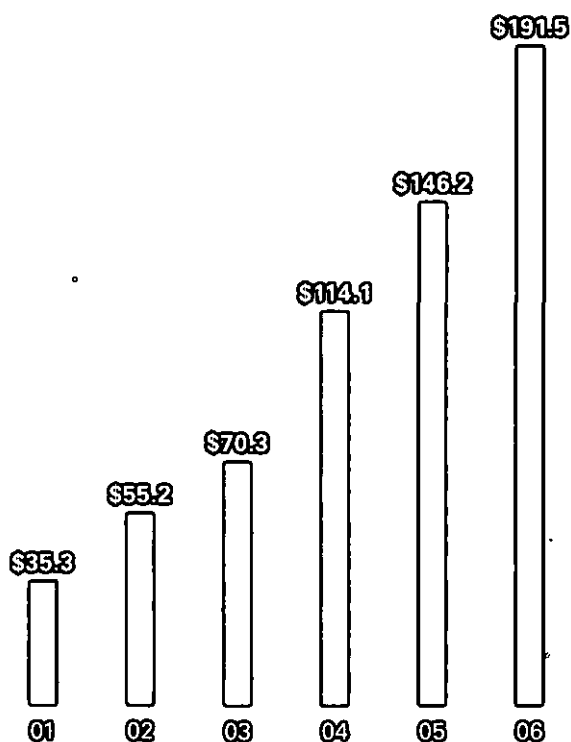
CAGR<sup>a</sup> = 39% 2001-2006



## Revenue

\$ millions

CAGR<sup>a</sup> = 40% 2001-2006



<sup>a</sup>Compound annual growth rate

## To Our Shareholders:

Our second full year as a public company was one of great progress. First, the statistics. Among our most notable accomplishments in 2006 were:

- 46% increase in our assets under management to \$29.9 billion;
- 31% increase in revenue to \$191.5 million;
- \$2.6 billion of net inflows into our open-end funds and institutional accounts; and
- 18% increase in our quarterly dividend and a 54% increase for our first quarter 2007 dividend.

The statistics, however, do not tell the whole story. We executed our business plan and took advantage of a number of opportunities that materially enhanced both our current earnings and our growth prospects. Early in the year, we purchased and retired annual payments due to distributors of our closed-end mutual funds that would have had to be paid for many years. While this came at

a cost of \$75.7 million, our rate of return on this investment was more attractive than any other potential investment available to us.

Late in the year, we completed the acquisition of the remaining 50% of our European affiliate, Houlihan Rovers. This enabled us to fully integrate all aspects of our global business—not only the investment process, but all the operational aspects, including administration, compliance, information technology and finance, among others. Significant as well was the opening of our London office, giving us a presence in one of the most important financial and real estate markets in the world. In addition, we continued to build out our global investment team, recruiting a number of seasoned and talented investment professionals. The result is an integrated global investment platform that allows us to execute strategies, anticipate trends and deliver strong investment results.



*Robert H. Steers*

**ROBERT H. STEERS**  
Co-chairman & co-chief executive officer

*Martin Cohen*

**MARTIN COHEN**  
Co-chairman & co-chief executive officer

*Joseph M. Harvey*

**JOSEPH M. HARVEY**  
President

Our strategy as a firm has always been to specialize in investments that deliver current income and dividend growth. In 2006 we further strengthened our expertise and reputation as a leading manager of these investments. We believe that both prevailing and future long-term investment trends suggest that these attributes will continue to be sought by more and more investors. This is not just a U.S. phenomenon, but one that is equally prevalent around the world. Thus, our investment offerings are meeting with good success in Canada, Europe and the Asia Pacific region. While REITs have traditionally been the exemplar of this strategy, our capabilities in assets that have similar investment characteristics, such as Utilities, Large Cap Value and Preferred Securities, continue to attract meaningful assets to our company.

By year end, our non-U.S. REIT common stock assets accounted for 41% of our total assets, compared with 30% a year earlier. To help improve this diversification, we introduced eight mutual funds in 2006, each offering new investment strategies.

Results like these don't just happen. They require the execution of well thought out strategies and an opportunistic and an innovative approach to expanding our business and profits. We believe there are four essential elements that go into producing consistently good financial results for our shareholders:

- Maintaining our commitment to high standards;
- Using all channels to deliver our message;
- Excelling at client service and internal support; and
- Continuing our legacy of innovation.

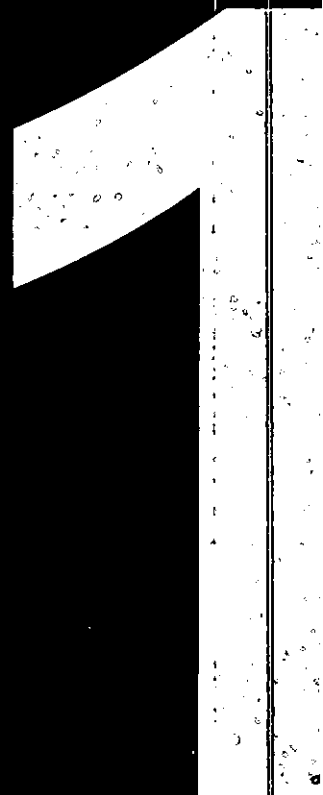
These are the principles that have guided us for twenty years, and will define our course in 2007 and beyond.

Robert H. Steers  
*Co-chairman & co-chief executive officer*

Martin Cohen  
*Co-chairman & co-chief executive officer*

Joseph M. Harvey  
*President*

Maintain  
High  
Standards



We have analysts who speak the language of every country in which we invest and trading operations that cover every time zone around the world.

That means achieving superior investment performance while maintaining an acceptable level of risk. Both U.S. and international real estate securities completed a year of extraordinary returns. U.S. REITs enjoyed their seventh consecutive year of outperforming the U.S. equity markets, the result of their rising popularity, improving real estate fundamentals and a re-pricing of real estate as an asset class. So we were clearly in the right part of the market.

Moreover, we are proud of achieving our clients' investment objectives in 2006. As validation of our strong performance, Cohen & Steers received recognition in several areas. For the second year in a row, Cohen & Steers Realty Focus Fund Class I shares received the Lipper three-year performance award for consistent returns in the Real Estate category; *The Wall Street Journal* included three of our funds in their ranking of top performing mutual funds in a variety of sectors and asset classes; and *Money* magazine again included

our flagship Cohen & Steers Realty Shares on its Money 65 list of recommended mutual funds.

Our performance and recognition within the industry are the direct result of our strong investment discipline and the quality and size of our dedicated staff. By year end we employed over 30 investment professionals around the world who specialize in real estate securities. We now have analysts who speak the language of every country in which we invest. We also have trading operations that cover every time zone around the world. With respect to trading, we have established a record of excellence that consistently places us in the top ten percent in trade execution among institutions, as reported by Abel/Noser. Confirming the quality of our real estate securities team, we were named the Nonprofit Real Asset Manager of the Year by Institutional Investor Events and Information Management Network (IMN).

Our non-real estate portfolios enjoyed similar success in 2006, extending our strong brand image to a broader universe of investment offerings. Our Large Cap Value portfolio team, led by Rick Helm, continues to maintain strong numbers, and we are confident that we will attract meaningful assets to this category. Our Utility portfolios generated excellent absolute returns in 2006. While they modestly underperformed their benchmarks, Bob Becker and his team are off to a good start in 2007 and still have an enviable long-term track record. Our Preferred Securities team, led by Bill Scapell, is gaining new accounts due to the attractiveness of this asset class and their ability to deliver high yield in a world that is woefully short of such opportunities. These strategies are becoming increasingly well accepted by both institutional and individual investors.

# Deliver the Message

# 2



We doubled the size of our wholesaler sales force, allowing each person to focus on discrete and productive regions of the country. Our expanded global investment organization has given us the opportunity to broaden our global marketing efforts as well.

A unique and important aspect of how we run our business is that we have a presence in all of the major asset management distribution channels, serving all types of investors: institutions, and individuals through broker/dealers and registered investment advisors. Our success in 2006 encompassed excellent growth and net inflows in all three. Our institutional channel added 13 net new accounts and \$0.8 billion, a 38% increase over 2005's net inflows, while the retail channel enjoyed record net open-end inflows of \$1.8 billion.

While these record inflows validate our overall strategy with respect to our investment offerings, our asset growth is also the result of our expanded sales force and the attendant marketing support


efforts. During the year we doubled the size of our wholesaler sales force, allowing each person to focus on discrete and productive regions of the country. To support them, we had a similar increase in the number of internal salespeople who both support their efforts and broaden our reach to investors and financial intermediaries. Kudos to John McCombe who, as head of retail marketing, engineered this important transformation. Our institutional sales efforts, led by Steve Dunn, have succeeded as a result of our increased resources and the addition of a consultant relations effort led by Ed Rieger.

Our expanded global investment organization has given us the opportunity to broaden our global marketing efforts as well. We now offer two institutional

funds in Australia, three mutual funds (known as SICAVs) for non-U.S. investors and we have a strong presence in Japan through important and growing partnerships there. We are in the process of expanding our sales and consultant relations personnel in Brussels, London and Hong Kong, and expect to make significant progress in 2007.

Finally, with respect to delivering our message, we are proud that [cohenandsteers.com](http://cohenandsteers.com) has been selected as the best mutual fund Web site for the second year in a row by Web Marketing Association, Inc. In addition, the Cohen & Steers Inc. 2005 annual report was selected by *Graphic Design USA* as the best annual report for that year.

# Excel<sub>at</sub> Service<sub>and</sub> Support

A large, stylized number '3' with a speckled or grainy texture, positioned in the lower right corner of the page. The number is white and stands out against the black background.

We dedicate significant resources to provide excellent service to our clients. This has been made even more important due to the number of strategies we offer, as well as the increasing complexity of investing globally for a global clientele.

The expansion of our business requires that we dedicate significant resources to support all aspects of our organization and provide excellent service to our clients. This has been made even more important due to the number of strategies we offer, as well as the increasing complexity of investing globally for a global clientele. And this effort has affected every aspect of our organization.

We take pride in having personal contact with all of our clients. That is why we have greatly expanded our institutional client service team under the direction of Bill Frischling, who has not only served a rapidly growing client list but has also enabled us to take advantage of cross-selling opportunities. Our external wholesalers and internal sales desk, led by Kevin Crook, our national sales manager, field numerous inquiries and requests by both financial advisors and investors. Frank Zukowski and his team have done a magnificent job of providing daily support and service to registered investment advisors, many of whom

consider our funds to be a mainstay of their clients' portfolios.

A strong investment administration effort is critical to client service. Some companies call this the "back office," but for us it is front and center. While a completely error-free environment is hard to achieve, we come remarkably close, thanks to Jim Giallanza, who has met the challenges of administering 25 mutual funds and 69 separate accounts that invest in complex and varied strategies.

Our Finance department under the leadership of our CFO, Matt Stadler, has maintained controls and procedures that have improved all aspects of the organization and kept us in full compliance with all the requirements of a public company. Matt and his team did an outstanding job managing the financial affairs of the company, which included the trailer acquisition, the Houlihan Rovers acquisition and completing a \$70 million stock offering that replenished the liquidity of our balance sheet.

Our IT department, headed by Norbert Berrios, has kept pace with the incredible demands of building a global investment organization. We enjoy being "spoiled" in that no employee or client ever hears that "our computers are down." Because of the rapid pace of technological change and our equally rapidly growing organizational needs, this is an area to which we will be adding significant resources in 2007.

Being a public company operating in a highly regulated business presents legal and compliance demands unlike those of most other companies. Our greatly expanded legal department under the leadership of our new general counsel, Frank Poli, is well-positioned to meet the ever-increasing demands made on us.

Finally, Adam Derechin, our COO, deserves great credit for orchestrating the enhancement of many of our internal support functions, and opening our global facilities during this time of rapid expansion.

Never  
Stop  
Innovating

4

We were pioneers of the U.S. REIT industry and have maintained a leadership role ever since. We now are among the leaders of the global REIT market as well. Along the way, we have introduced many "firsts" that have become commonplace in the industry.

Cohen & Steers' legacy is that we are known as an innovator in the asset management industry. We were pioneers of the U.S. REIT industry and have maintained a leadership role ever since. We now are among the leaders of the global REIT market as well. Along the way, we have introduced many "firsts" that eventually have become commonplace in the industry.

In 2006, we continued our record of innovation and leadership. We introduced Cohen & Steers Asia Pacific Realty Shares, the first open-end real estate fund in the U.S. to invest exclusively in this region. Meanwhile, Cohen & Steers International Realty Fund enjoyed substantial growth, and by year end, with \$2.3 billion in assets, became the largest mutual fund of its kind. Our iShares Cohen & Steers Realty Majors

Index Fund is the largest exchange-traded real estate securities fund.

In a particularly exciting pioneering development, we raised \$499 million in Cohen & Steers Closed-End Opportunity Fund. This closed-end fund invests in the shares of other publicly traded closed-end funds, and is the first of its kind. In order to seek above-average income, the fund assembles a diversified portfolio of other funds trading at a discount to their net asset values.

With respect to the future, we have a number of other new investment offerings in store for 2007 and beyond. Our process entails three phases. The first is to identify a first-class investment opportunity in which we have superior expertise. The second is to determine the

most efficient structure in which to deliver that investment. And the third phase is to dedicate all the necessary resources to raise capital and support the investment team. We continue to work hard to achieve one of our most important corporate goals: to maintain an entrepreneurial culture despite our growing size and our status as a public company.

As a result of the efforts we expended in 2006, we enter 2007 with the critical mass of people, processes and infrastructure to support further growth. We have confidence in our strategy and the direction of our company and look forward to reporting our progress throughout the year.

### Continued Globalization

- Established a London office to support the company's real estate securities investment management activities, adding to our global presence in New York, Hong Kong, Brussels and Seattle
- Acquired the remaining 50% equity interest in Houlihan Rovers

### Diversification of Product Offerings

- Non-U.S. REIT common stock assets comprised 41% of the company's total assets as of December 31, 2006, compared with 30% as of December 31, 2005
- Launched Cohen & Steers Asia Pacific Realty Shares, the first U.S. open-end mutual fund of its kind
- Launched Cohen & Steers Institutional Global Realty Shares, an open-end real estate mutual fund designed for institutional investors
- Launched Cohen & Steers Closed-End Opportunity Fund, the first of its kind to invest in closed-end mutual funds
- Launched two institutional funds in Australia to invest in global real estate securities
- Recorded \$1.6 billion of net inflows into Cohen & Steers International Realty Fund, increasing its total assets to \$2.3 billion
- The Van Kampen unit investment trusts for which we provide portfolio consulting services increased assets by 108% to \$1.7 billion at December 31, 2006
- iShares Cohen & Steers Realty Majors Index Fund, with \$2.7 billion in assets, is the largest real estate exchange-traded fund (ETF) in the world

### Financial Highlights

- Revenue rose 31% to \$191.5 million in 2006, and assets under management increased 46% to \$29.9 billion at December 31, 2006
- Our quarterly dividend was increased by 18%, from \$0.11 per share to \$0.13 per share
- Achieved organic growth of \$3.1 billion and added \$1.0 billion to assets under management from the acquisition of Houlihan Rovers
- The investment banking unit achieved record annual revenue of \$18.8 million in 2006, generating revenue from 13 clients primarily in connection with merger and acquisition and capital-raising transactions

# 2006

COHEN & STEERS FORM 10-K

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT  
PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM

Commission File No. 001-32236

**COHEN & STEERS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of Incorporation or  
Organization)

280 Park Avenue, New York, New York  
(Address of Principal Executive Offices)

14-1904657  
(I.R.S. Employer Identification No.)

10017  
(Zip Code)

Registrant's telephone number, including area code: (212) 832-3232

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
Common Stock, \$.01 par value

Name of each exchange on which registered  
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☐ Accelerated Filer ☒ Non-Accelerated Filer ☐

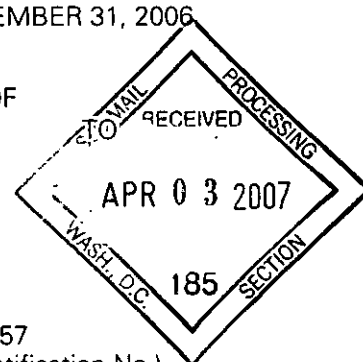
Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting common stock held by non-affiliates of the Registrant as of June 30, 2006, was approximately \$254 million. There is no non-voting common stock of the Registrant outstanding.

As of March 12, 2007, there were 39,722,815 shares of the Registrant's common stock issued and outstanding.

**Documents Incorporated by Reference**

Portions of the definitive Proxy Statement of Cohen & Steers, Inc. filed pursuant to Regulation 14A of the general rules and regulations under the Securities Exchange Act of 1934, as amended, for the 2007 annual meeting of stockholders to be held on May 4, 2007 ("Proxy Statement") are incorporated by reference into Part III of this Form 10-K.





**COHEN & STEERS, INC.**  
**TABLE OF CONTENTS**

	<b>Page</b>
<b>PART I</b>	
Item 1. Business	1
Item 1A. Risk Factors	7
Item 1B. Unresolved Staff Comments	13
Item 2. Properties	13
Item 3. Legal Proceedings	13
Item 4. Submission of Matters to a Vote of Security Holders	13
<b>PART II</b>	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	13
Item 6. Selected Financial Data	14
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	15
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	25
Item 8. Financial Statements and Supplementary Data	25
Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	25
Item 9A. Controls and Procedures	25
<b>PART III</b>	
Item 10. Directors, Executive Officers and Corporate Governance	26
Item 11. Executive Compensation	26
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	26
Item 13. Certain Relationships and Related Transactions, and Director Independence	26
Item 14. Principal Accountant Fees and Services	26
<b>PART IV</b>	
Item 15. Exhibits and Financial Statement Schedules	27

## **PART I**

### **Item 1. Business**

#### **OVERVIEW**

Cohen & Steers, Inc. ("CNS"), a Delaware corporation formed in 2004, together with its wholly-owned subsidiaries manages high-income equity portfolios, specializing in U.S. REITs, international real estate securities, preferred securities, utilities and large cap value stocks. CNS and its subsidiaries are collectively referred to as the "Company," "we," "us" or "our." We serve individual and institutional investors through a wide range of open-end mutual funds, closed-end mutual funds and institutional separate accounts. As a complement to our asset management business, we also provide investment banking services to companies in real estate and real estate intensive businesses, including healthcare.

We completed the initial public offering of our common stock on August 18, 2004. On August 17, 2004, prior to the completion of the initial public offering and pursuant to a reorganization into a holding company structure, CNS became the parent holding company of Cohen & Steers Capital Management, Inc. ("CSCM"), our asset management subsidiary, and together with our direct and indirect subsidiaries, succeeded to the business conducted by CSCM and its subsidiaries since 1986.

We operate in two business segments (each of which is described below): Asset Management and Investment Banking.

Our Asset Management business derives revenue primarily from investment advisory, administration, distribution and service fees received from open-end and closed-end mutual funds and investment advisory fees received from institutional separate accounts. These fees are based on contractually specified percentages of the assets of each client's portfolio. Revenue fluctuates with changes in the total value of the portfolios and is recognized over the period that the assets are managed.

Our Investment Banking business derives revenue primarily from advising our clients on mergers, acquisitions, corporate restructurings, recapitalizations and similar corporate finance transactions and placing securities both as agent and underwriter for our clients. These fees are generally earned upon the consummation of the transaction pursuant to the terms of individual agreements.

#### **Asset Management**

At December 31, 2006, we managed \$29.9 billion in assets—\$11.4 billion in 10 closed-end mutual funds, \$9.6 billion in 15 open-end mutual funds and \$8.9 billion in 69 institutional separate account portfolios for institutional investors.

The assets we manage increased 46% to \$29.9 billion at December 31, 2006 from \$20.5 billion at December 31, 2005. Changes in the assets we manage can come from two sources—inflows (or outflows) and market appreciation (or depreciation). Of the \$9.4 billion increase in the assets we manage from 2005 to 2006, 56% was attributable to net appreciation, 33% was attributable to net inflows, and 11% was attributable to assets contributed through the acquisition of Houlihan Rovers S.A. ("Houlihan Rovers").

While we have maintained our position as the nation's largest manager of real estate mutual funds, we have continued to diversify our asset management capabilities and expand our product offerings by:

- Launching Cohen & Steers Asia Pacific Realty Shares, the first U.S. open-end mutual fund of its kind, which recorded \$121 million in net inflows since its inception in July 2006.
- Launching Cohen & Steers Institutional Global Realty Shares, which had \$77 million in net inflows since its inception in August 2006.
- Launching Cohen & Steers Closed-End Opportunity Fund, the first closed-end mutual fund of its kind, which invests in other closed-end mutual funds. This fund raised \$499 million during the quarter ended December 31, 2006 (total assets raised were \$523 million, including the January 2007 exercise of the underwriter's overallotment).
- Establishing an office in London to focus on the United Kingdom and the European real estate securities markets and to advise our global investment team. This expanded our global footprint to include Belgium, Hong Kong and London.

- Completing the acquisition of Houlihan Rovers on December 18, 2006. As of December 31, 2006, Houlihan Rovers assets under management, excluding assets subadvised by Cohen & Steers, was approximately \$1.0 billion and added three non-U.S. open-end mutual funds and 10 institutional separate accounts.

### **Account Types**

We manage three types of accounts: closed-end mutual funds, open-end mutual funds and institutional separate accounts.

**Closed-End Mutual Funds.** The 10 closed-end mutual funds for which we are the investment advisor are registered investment companies that have issued a fixed number of shares through public offerings. These shares are listed on the New York Stock Exchange and cannot be redeemed by their shareholders. The trading price of the shares of a closed-end mutual fund is determined by supply and demand in the marketplace, which means the shares may trade at a premium or discount to the net asset value of the funds.

Investment advisory fees for the closed-end mutual funds vary based on each fund's investment objective and strategy, fees charged by other comparable mutual funds and prevailing market conditions at the time each closed-end mutual fund initially offered its shares to the public. In addition, we receive a separate fee for providing administrative services to eight of the ten closed-end mutual funds at a rate that is designed to reimburse us for the cost of providing these services. For services under the investment advisory and administration agreements, closed-end mutual funds pay us a monthly fee based on a percentage of the fund's average daily net assets. In the year ended December 31, 2006, investment advisory and administrative fees from our closed-end mutual funds totaled approximately \$67.2 million and accounted for 44% of investment advisory and administrative fee revenue.

In order to reduce expenses for certain of the closed-end mutual funds, we have agreed to waive a portion of the investment advisory fees otherwise payable by such funds. These waivers began to expire in January 2006 and continue through 2012. Each of our investment advisory agreements with a closed-end mutual fund, including the fees payable under the waiver agreements, is subject, following the initial two year term, to annual approval by the mutual fund's board of directors, including at least a majority of the independent directors. Our investment advisory and administration agreements with the closed-end mutual funds are generally terminable upon 60 or fewer days notice.

The table below describes each closed-end mutual fund's investment advisory fee charged in 2006 and what is scheduled to be charged, after giving effect to the amount of the fee that we have agreed to waive for each year (as a percentage of managed assets):

Year	Cohen & Steers Advantage Income Realty Fund, Inc. (through 12/31)	Cohen & Steers Quality Income Realty Fund, Inc. (through 12/31)	Cohen & Steers Premium Income Realty Fund, Inc. (through 8/30)	Cohen & Steers REIT and Utility Income Fund, Inc. (through 1/31)	Cohen & Steers Select Utility Fund, Inc. (through 3/31)	Cohen & Steers Worldwide Realty Income Fund, Inc. (through 3/31)
2006	0.50%	0.53%	0.55%	0.65%	0.65%	0.50%
2007	0.57%	0.59%	0.55%	0.65%	0.65%	0.50%
2008	0.64%	0.65%	0.60%	0.65%	0.65%	0.65%
2009	0.71%	0.71%	0.65%	0.65%	0.65%	0.80%
2010	0.78%	0.78%	0.70%	0.70%	0.70%	0.95%
2011	0.85%	0.83%	0.75%	0.75%	0.75%	0.95%
2012	0.85%	0.85%	0.80%	0.80%	0.80%	0.95%
2013	0.85%	0.85%	0.80%	0.85%	0.85%	0.95%

**Open-End Mutual Funds.** The 15 open-end mutual funds for which we are the investment advisor offer and issue new shares continuously as funds are invested and redeem shares when funds are withdrawn. The share price for purchases and redemptions of each of the open-end mutual funds is determined by each fund's net asset value, which is calculated at the end of each business day. The net asset value per share is the current value of a fund's assets less liabilities, divided by the fund's total shares outstanding.

Investment advisory fees for the open-end mutual funds vary based on each fund's investment objective and strategy, fees charged by other comparable mutual funds and the nature of the investors to whom the mutual fund is offered. In addition, we receive a separate fee for providing administrative services to each open-end mutual fund at a rate that is designed to reimburse us for the cost of providing these services. Each of the

open-end mutual funds pays us a monthly administration fee based on a percentage of the fund's average daily net assets. In the year ended December 31, 2006, investment advisory and administrative fees from our open-end mutual funds totaled approximately \$58.9 million and accounted for 39% of investment advisory and administrative fee revenue.

Our investment advisory and administration agreements with the open-end mutual funds are generally terminable upon 60 or fewer days notice, and each investment advisory agreement, including the fees payable thereunder, is subject to annual approval, after the first two years, by the open-end mutual fund's board, as well as by a majority of the directors who are not interested persons, as defined by the Investment Company Act of 1940 (the "Act").

***Institutional Separate Accounts.*** The 69 institutional separate accounts for which we are the investment advisor represent portfolios of securities we manage for institutional clients. We manage the assets in each institutional separate account in a manner tailored to the investment preferences of that individual client as defined within each client's individual investment advisory agreement. Our investment advisory agreements with the institutional separate account clients are generally terminable upon 60 days notice. In the year ended December 31, 2006, investment advisory fees from our institutional separate accounts totaled approximately \$25.3 million and accounted for 17% of investment advisory and administrative fee revenue.

Sub-advisory and wrap-fee assets are included in our institutional separate account assets. Sub-advisory assets represent accounts for which we have been named as a sub-advisor by the investment advisor to that account. As sub-advisor, we have responsibility for managing the portfolio's investments, while the investment advisor oversees our performance as sub-advisor. Wrap fee assets represent assets received from investment programs, which bundle a number of investment services for one fee.

***Portfolio Consulting and Other Services.*** As portfolio consultant, we provide several services in connection with investment products such as unit investment trusts ("UITs"). A UIT is a registered investment company that holds a portfolio of securities that generally does not change during the life of the product (generally two to five years) except that the sponsor of the UIT may sell portfolio securities under certain narrowly defined circumstances. As portfolio consultant to a number of UITs, we construct a portfolio of securities that we believe is well suited to satisfying the investment objective of the UIT. We also provide ongoing portfolio monitoring services related to the portfolio. Finally, we provide a license to certain firms to use our name in connection with certain of their investment products. At December 31, 2006, we provided such advisory consulting services to UITs with aggregate assets of \$1.7 billion. These assets are not included in the assets we manage.

In addition, we maintain a proprietary index, Cohen & Steers Realty Majors Index (RMP), which is the basis for the iShares Cohen & Steers Realty Majors Index Fund (ICF) sponsored by Barclays. We earn a licensing fee based on the fund's assets for the use of our index.

Our fee schedules for these relationships vary based on the type of services we provide for each relationship.

***Our Investment Process.*** Our investment process is based on fundamental portfolio and company research. Our investment committees and portfolio managers formulate investment strategies that take into account the economy, industry fundamentals and valuation for each of our portfolio strategies. An investment committee oversees the portfolio manager and research team responsible for each of our portfolio strategies. Martin Cohen and Robert H. Steers, our co-chairmen and co-chief executive officers, and Joseph M. Harvey, our president, head our investment committees.

Our research analysts must subject the companies that they cover to a detailed fundamental analysis. They focus on a company's management, business plan, balance sheet, industry position and corporate governance. We also require our research analysts to spend a significant amount of time interacting with and visiting company management, as well as talking to competitors, vendors, analysts and other industry participants. Investment performance is a primary determinant of incentive compensation for our investment professionals.

We have developed valuation models that are unique to each of our portfolio strategies. These models have been shown to be highly effective in identifying relative value. We use our valuation models daily to build and manage portfolios with the strict discipline to which we adhere.

Each of the 25 mutual funds and 69 institutional separate accounts that we currently manage adheres to one of the following investment strategies, which may contain leverage:

**U.S. Realty Total Return** is a core U.S. REIT strategy that seeks total return with a balance of current income and capital appreciation.

**U.S. Realty Focus** is a concentrated U.S. REIT strategy that seeks maximum total return.

**U.S. Realty Income** is a U.S. REIT strategy that seeks above-average income first and capital appreciation second with lower volatility than the overall U.S. REIT market.

**Global Income** is a strategy that invests in real estate securities of companies based in the United States and in other developed and emerging countries that seeks above-average income first and capital appreciation second.

**Global Total Return** is a strategy that invests in real estate securities of companies based in the United States and in other developed and emerging countries that seeks total return.

**International Realty Total Return** is a total return-oriented strategy that invests in real estate securities of companies based outside the United States.

**European Realty Total Return** is a total return-oriented strategy that invests in real estate securities of companies based in Europe.

**Asia Pacific Realty Total Return** is a total return-oriented strategy that invests in real estate securities of companies based in Asia and the Pacific.

**Large Cap Value** is a total return-oriented strategy that invests in large capitalization U.S. securities with above-average dividend growth.

**REIT Preferred Securities** is an income-oriented strategy that invests exclusively in REIT preferred securities.

**Preferred Securities** is an income-oriented strategy that invests exclusively in preferred securities.

**REIT and Preferred** is a balanced strategy combining the equity characteristics of REITs with the fixed income characteristics of preferred securities.

**REIT and Utility** is a balanced strategy combining the equity characteristics of both REITs and utility securities.

**Utility Securities** is a total return-oriented strategy that invests exclusively in utilities and seeks above average income.

**Closed-end Opportunity** is a total return strategy consisting of high current income and potential capital appreciation that invests in the common stock of other closed-end mutual funds.

**Our Distribution Network.** Our distribution network encompasses the major channels in the asset management industry, including large brokerage firms, registered investment advisors and institutional investors. The open-end mutual funds for which we are the investment advisor are available for purchase with and without commissions through full service and discount broker/dealers and the significant networks serving financial advisors. We provide advisory and administration services to 10 closed-end and 15 open-end mutual funds under the Cohen & Steers brand name. Cohen & Steers VIF Realty Income Fund, Inc., an open-end mutual fund, is offered to the variable insurance market.

Our institutional separate account relationships extend to institutions such as pension and endowment funds and insurance companies, and to high net worth individuals. We extend the reach of our distribution network by providing investment sub-advisory services to several mutual funds, with assets of approximately \$3.4 billion as of December 31, 2006, which are sponsored by other financial institutions and distributed in the United States, Canada, Europe and Japan. These assets are included in the institutional separate account assets we manage.

## **Investment Banking**

As a complement to our asset management business, and to capitalize on our extensive expertise in public real estate securities and companies, in 1999 we established a boutique investment banking practice that serves companies in real estate and real estate intensive businesses, including healthcare.

Our investment banking business strategy focuses on providing a full range of services to a universe of companies in select real estate intensive businesses. These services include the following areas:

**Mergers & Acquisitions**—We provide a full range of merger and acquisition advisory services involving the purchase or sale of public or private companies or their business units through a combination of broad auctions or targeted negotiations. We also facilitate leveraged buyouts and strategic capital infusions, and provide our clients with advice relating to takeover defenses.

**Restructurings**—We have developed a broad range of corporate restructuring advisory services. These services include advice with respect to debt and lease restructurings, recapitalization transactions, exchange offers and bankruptcy advisory services.

**Capital Raising**—We provide capital raising services as both agent and underwriter in connection with the sale of public and private debt, preferred, equity linked and equity securities.

Investment banking fees are negotiated on a client-by-client basis depending upon the nature and scope of the assignment and the market for such services. These fees are typically calculated as a percentage of the value of the transaction contemplated. For example, for a capital raising transaction, we would typically receive a fee based on a percentage of the gross proceeds raised in such transaction.

### **Competition**

We face substantial competition in every aspect of our business. Factors affecting our business include brand recognition, business reputation, investment performance, quality of service and the continuity of client relationships. Fee competition also affects the business, as do compensation, administration, commissions and/or other expenses paid to intermediaries.

Performance and price are the principal methods of competition. Prospective clients and mutual fund shareholders will typically base their decisions on our ability to generate returns that exceed a market index, i.e. our "performance," and on our fees, or "price." Individual mutual fund holders may also base their decision on the ability to access the mutual funds we manage through a particular distribution channel. Institutional separate account clients are often advised by consultants who may include other factors in their decisions for these clients.

We compete with a large number of global and U.S. investment advisors, commercial banks, broker/dealers, insurance companies and other financial institutions. We are considered a small to mid-sized investment advisory firm. Many competing firms are parts of larger financial services companies and attract business through numerous means including retail bank offices, investment banking and underwriting contacts, insurance agencies and broker/dealers.

More specifically, in the real estate securities investment advisory business we face competition from a variety of competitors. Real estate security mutual fund sponsors include: large nationally recognized investment advisory firms that offer a variety of mutual funds across many different asset types; investment advisors that offer mutual funds whose primary investment objective is income; smaller boutique type firms that specialize solely in publicly traded real estate securities and firms that invest directly in real estate. Additionally, a number of financial advisors offer clients the ability to manage separate real estate security portfolios.

The growing acceptance of REITs and other high-income equity securities by both institutional and individual investors has encouraged a number of firms to begin managing income oriented equity securities, and our competitors seek to expand their market share among the same client base that we serve. Financial intermediaries that provide our products to their clients may also provide competing products. Many current and potential competitors have greater brand name recognition and more extensive client bases, which could be to our disadvantage. In addition, our larger competitors have more resources and may have more leverage to expand their distribution channels and capture market share through ongoing business relationships and extensive marketing efforts. Conversely, relative to our larger competitors, we are potentially able to grow our business at a faster rate from a relatively smaller asset base. In addition, we believe we are able to shift resources to respond to changing market conditions more quickly than many larger investment advisory firms.

The open-end mutual funds for which we are the investment advisor face significant competition from other open-end mutual funds, exchange traded funds and other investment companies and hedge funds. They vary both in size and investment philosophy and their shares are offered to the public on a load and no load basis. Advertising, sales promotions, the type and quality of services offered and investment performance influence competition for open-end mutual fund sales.

On an annual basis, investment advisory fees for the mutual funds we manage are subject to approval by the mutual fund board of directors, as well as by a majority of the directors who are not interested persons, as defined by the Act. On this basis, we believe that fund performance and expenses, based on the level of services we provide, for the mutual funds for which we are the investment advisor, compare favorably to competitor funds.

We also face competition in attracting and retaining qualified employees. The ability to continue to compete effectively in our businesses depends in part on our ability to compete effectively in the market for investment professionals.

Our investment banking business faces competition from other investment banking and financial advisory firms. We compete with them on the basis of a number of factors, including transaction execution skills, range of services, innovation, reputation and price. A number of our competitors have greater capital and other resources, and offer more comprehensive lines of services, than we do. Many of our competitors maintain relationships with our clients and compete directly with us for transactions. We rely largely on the client relationships and the extensive expertise of our team of investment banking professionals to differentiate ourselves from our competition.

## **Regulation**

Our business, and the securities business in general, is subject to extensive regulation in the United States at both the federal and state level, as well as by self regulatory organizations (each, a "SRO"). The Securities and Exchange Commission ("SEC") is responsible for enforcing the federal securities laws and serves as a supervisory body for all federally registered investment advisors, as well as for national securities exchanges and associations.

CSCM is registered as an investment advisor with the SEC and is subject to the requirements and regulations of the Investment Advisers Act of 1940. Such requirements relate to, among other things, recordkeeping and reporting requirements, disclosure requirements, limitations on agency cross and principal transactions between an advisor and advisory clients, as well as general anti-fraud prohibitions. Moreover, in our capacity as an investment advisor to mutual funds, we are subject to the Investment Company Act of 1940 and its rules and regulations. The Investment Company Act of 1940 regulates the relationship between a mutual fund and its investment advisor and prohibits or severely restricts principal transactions and joint transactions between a mutual fund and its investment advisor and other affiliates.

Our subsidiaries, Cohen & Steers Capital Advisors, LLC ("Advisors") and Cohen & Steers Securities, LLC ("Securities"), are broker/dealers. The regulation of broker/dealers has, to a large extent, been delegated by the federal securities laws to SROs, which adopt rules that govern the industry. The NASD is the designated SRO for Advisors and Securities and conducts periodic examinations of their operations. Broker/dealers are subject to regulations which cover all aspects of the securities business, including sales practices, market making and trading among broker/dealers, use and safekeeping of clients' funds and securities, capital structure, recordkeeping and the conduct of directors, officers and employees. Our registered broker/dealer subsidiaries are each subject to certain net capital requirements under the Securities Exchange Act of 1934, as amended. The net capital requirements, which specify minimum net capital levels for registered broker/dealers, are designed to measure the financial soundness and liquidity of broker/dealers. In addition, these subsidiaries are subject to regulation under the laws of the states and territories in which they are registered to conduct securities or investment advisory businesses.

Our subsidiaries are subject to the USA PATRIOT Act of 2001, which contains the International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001. That Act contains anti-money laundering measures affecting insured depository institutions, broker/dealers and certain financial institutions. The Act requires U.S. financial institutions to adopt policies and procedures to combat money laundering and grants the Secretary of the Treasury broad authority to establish regulations and to impose requirements and restrictions on financial institutions' operations. We have established policies and procedures designed to ensure compliance with that Act and the related regulations.

Our subsidiaries, Cohen & Steers Asia Limited and Cohen & Steers UK Limited, are subject to the laws of Hong Kong and the United Kingdom, respectively, and are regulated by the Hong Kong Securities and Futures Commission and the Financial Services Authority, respectively. They each have developed comprehensive compliance systems in order to satisfy applicable regulatory requirements. Additionally, Houlihan Rovers is regulated by the Belgium Banking, Finance and Insurance Commission and the Luxembourg Commission de Surveillance de Secteur Financier and it has also developed comprehensive compliance systems in order to satisfy applicable regulatory requirements.

The failure of our internal operations to comply with the applicable regulatory frameworks could have a material adverse effect on us.

Additional legislation, changes in rules promulgated by the SEC, other federal and state regulatory authorities and SROs, or changes in the interpretation or enforcement of existing laws and rules may directly affect our method of operation and profitability. Our profitability could also be affected by rules and regulations that impact the business and financial communities in general, including changes to the laws governing taxation, antitrust regulation and electronic commerce. In addition, the SEC and other governmental agencies have been very active in investigating the mutual fund industry. The SEC has adopted and proposed various rules, and legislation has been introduced in Congress, the effect of which will further regulate the mutual fund industry and impose additional compliance obligations, and costs for fulfilling such obligations, on us.

### **Employees**

As of December 31, 2006, we had 178 full time employees. None of our employees are subject to any collective bargaining agreements. We believe we have good relations with our employees.

### **Available Information**

We file annual, quarterly and current reports, proxy statements and all amendments to these reports and other information with the SEC. We make available free of charge on or through our website at [www.cohenandsteers.com](http://www.cohenandsteers.com) our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K (and all amendments to those reports) as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC, and also make available on our website the charters for the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board of Directors, our Code of Business Conduct and Ethics, our Code of Ethics for Chief Executive and Senior Financial Officers and our Corporate Governance Guidelines. Further, we will provide, without charge upon written request, a copy of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports as well as the committee charters, our Code of Business Conduct and Ethics, our Code of Ethics for Chief Executive and Senior Financial Officers and our Corporate Governance Guidelines. Requests for copies should be addressed to Salvatore Rappa, Senior Vice President and Associate General Counsel, Cohen & Steers, Inc., 280 Park Avenue, New York, New York 10017. You may also read and copy any document we file at the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Reports, proxy statements and other information regarding issuers that file electronically with the SEC, including our filings, are also available to the public from the SEC's website at <http://www.sec.gov>.

### **Item 1A. Risk Factors**

**We depend on Martin Cohen and Robert Steers, our co-chairmen and co-chief executive officers, and the loss of their services would have a material adverse effect on us.**

We depend on the efforts of Mr. Cohen and Mr. Steers. Mr. Cohen and Mr. Steers head each of our investment committees with our president, Joseph Harvey, and they oversee the portfolio manager and research teams responsible for each of our portfolio strategies. Although we expect Mr. Cohen and Mr. Steers to continue to act in their current positions, the loss of their services would have a material adverse effect on us.

**Our ability to operate our company effectively could be impaired if we lose key personnel.**

The market for qualified portfolio managers is extremely competitive. It is imperative for us to add and retain the portfolio managers and investment analysts that form the foundation of our company. However, we may not be successful in our efforts to recruit and retain the required personnel. In addition, our investment professionals and senior marketing personnel have direct contact with our institutional separate account clients, which can lead to strong client relationships. The loss of these personnel could jeopardize our relationships with certain institutional separate account clients, and result in the loss of such accounts. Further, our investment banking business relies on the expertise, business origination efforts and client relationships of our three senior investment banking professionals. The loss of these professionals could result in the loss of our investment banking clients and jeopardize the viability of our investment banking business. Moreover, we employ compensation mechanisms involving the use of equity compensation that may not be effective, especially if the market price of our common stock declines. For example, in connection with our initial public offering in 2004, certain management level employees received restricted stock units ("RSUs"). The majority of the shares of common stock underlying these RSUs will be delivered in January 2007 and in January 2008. The delivery of the shares underlying these RSUs may adversely affect our ability to retain



these employees or require us to increase the level of compensation that they receive in order to do so. The loss of key personnel or the inability to recruit and retain portfolio managers, marketing personnel or investment banking professionals could have a material adverse effect on our business.

**A decline in the prices of securities could lead to a decline in revenue and earnings.**

A significant portion of our revenue is derived from the investment advisory and administration fees we receive from our clients. These fees are based on the market value of the assets underlying the agreements that govern the fee calculations. Accordingly, a decline in the price of the securities in which we invest on behalf of our clients generally, and real estate securities in particular, could cause our revenue and earnings to decline. In addition, a decline in the market value of these assets could cause our clients to withdraw funds in favor of investments they perceive as offering greater opportunity or lower risk, which could also negatively impact our revenue and earnings.

The securities markets are highly volatile, and securities prices may increase or decrease for many reasons, including economic, financial or political events.

**A general decline in the performance of securities in the real estate sector could have an adverse effect on the assets we manage and our revenue.**

As of December 31, 2006, 59% of the assets we managed were concentrated in U.S. real estate common stocks and 19% were concentrated in non-U.S. real estate securities. Real estate securities and real property investments owned by the issuers of real estate securities are subject to varying degrees of risk. The returns from investments in real estate depend on the amount of income and capital appreciation generated by the related properties. Income and real estate values may also be adversely affected by such factors as applicable laws (e.g., Americans with Disabilities Act and tax laws), interest rate levels, and the availability of financing. If the properties do not generate sufficient income to meet operating expenses, the income and ability of a real estate company to make payments of any interest and principal on debt securities or any dividends on common or preferred stocks will be adversely affected. In addition, real property and loans on real property may be subject to the quality of credit extended and defaults by borrowers and tenants. Real estate investments are relatively illiquid and, therefore, the ability of real estate companies to vary their portfolios promptly in response to changes in economic or other conditions is limited. A real estate company may also have joint venture investments in certain properties and, consequently, its ability to control decisions relating to such properties may be limited. Declines in the performance of real estate securities could reduce the assets we manage and our revenue.

**Our growth may be constrained by the limited size and number of issuers in the real estate securities market.**

Real estate securities investment continues to play an important role in the overall prospects of our business. Our ability to continue our growth in real estate securities management depends in part on growth in the size and number of issuers in the real estate securities market, particularly in the United States. For example, due to the constraints in the size and number of U.S. public real estate securities and issuers, we have in the past and may in the future stop accepting new assets in real estate securities institutional separate account portfolios in certain strategies and in certain open-end mutual funds. We also may be constrained in our ability to sponsor new closed-end mutual funds that invest primarily or significantly in U.S. real estate securities. Such constraints may impair our ability to increase the assets we manage and our revenue.

**We may have limited ability to raise further closed-end mutual fund assets to manage.**

Market conditions may preclude us from increasing the assets we manage in closed-end mutual funds. A significant portion of our recent growth in the assets we manage has resulted from public offerings of the common and preferred shares of closed-end mutual funds, and as of December 31, 2006, we raised \$8.7 billion in closed-end mutual fund offerings of common and preferred shares since May 2001. The market conditions for these offerings may not be as favorable now or in the future, which could adversely impact our ability to grow the assets we manage and our revenue.

**We may incur losses associated with our underwriting activities, which could adversely affect results and may negatively affect our earnings.**

Advisors may act as an underwriter or selling group member in both equity and fixed income product offerings. Particularly when acting as lead or co-lead manager, Advisors has legal exposure.

Underwriting involves both economic and litigation risks. An underwriter may incur losses if it is unable to resell the securities it is committed to purchase, or if it is forced to liquidate its commitments at less than the agreed purchase price. In addition, an underwriter is subject to substantial potential liability for material misstatements or omissions in prospectuses and other communications with respect to underwritten offerings. Furthermore, because underwriting commitments require a charge against net capital, Advisors could find it necessary to limit its underwriting participations to remain in compliance with regulatory net capital requirements.

**Our clients can withdraw the assets we manage on short notice, making our future client and revenue base unpredictable.**

Our investment advisory and administration agreements are generally terminable upon 60 or fewer days notice. In addition, open-end mutual fund investors may redeem their investments in the mutual funds at any time without prior notice. Moreover, each investment advisory agreement, including the fees payable thereunder, with a mutual fund is subject to annual approval by the mutual fund's board, as well as by a majority of the directors who are not interested persons as defined by the Act; such approval may not be granted. Institutional and individual clients, and firms with which we have strategic alliances, can terminate their relationships with us, reduce the aggregate amount of the assets we manage or shift their funds to other types of accounts with different rate structures for any of a number of reasons, including investment performance, changes in prevailing interest rates and financial market performance. In a declining stock market, the pace of mutual fund redemptions could accelerate. Poor performance relative to other asset management firms tends to result in decreased purchases of mutual fund shares, increased redemptions of mutual fund shares, and the loss of institutional or individual accounts. Under certain circumstances, stockholder activists may pressure closed-end mutual funds for which we are the investment advisor to tender for their shares, open-end, liquidate or take other actions that may adversely affect the fees we receive from the affected closed-end mutual funds. The decrease in revenue that could result from any such event could have a material adverse effect on our business.

In addition, as required by the Act and the Investment Advisers Act of 1940, each of our investment advisory agreements automatically terminates upon its "assignment." A sale of a sufficient number of shares of our voting securities could be deemed an "assignment" in certain circumstances. An assignment, actual or constructive, will trigger these termination provisions and may adversely affect our ability to continue managing open-end and closed-end mutual funds and institutional separate accounts.

**Loss of significant institutional separate accounts would decrease our revenue.**

We managed 69 institutional separate account portfolios at December 31, 2006, of which the eight largest represented approximately 49% of the institutional separate account assets we managed and approximately 15% of the total assets we managed. Approximately 6% of our total revenue in 2006 was derived from our eight largest institutional separate account portfolios. Loss of, or a significant withdrawal from, any of these institutional separate accounts would reduce our revenue. We have, from time to time, lost institutional separate accounts because of decisions by our clients to reallocate their assets to different asset classes or to move their assets to our competitors. In the future, we could lose accounts under these or other circumstances, such as adverse market conditions or poor investment performance.

**Future investment performance could reduce the assets we manage and our revenue and income.**

Success in the asset management business is dependent on investment performance as well as distribution and client service. Relatively poor performance tends to result in decreased sales, increased withdrawals and redemptions in the case of the open-end mutual funds, and in the loss of separately managed accounts, with corresponding decreases in revenue. Many analysts of the mutual fund business believe that investment performance is the most important factor for the growth of open-end mutual funds. Failure of our investment products to perform well could, therefore, have a material adverse effect on our results of operations and future growth.

**Continued rising interest rates could negatively impact our business.**

Our asset management business could be negatively impacted by rising interest rates. An increase in interest rates could cause the price of certain REITs and other securities in our clients' portfolios to decline. In addition, an increase in interest rates could negatively impact net flows into open-end mutual funds and institutional separate accounts and our ability to offer new closed-end mutual funds. These events would negatively affect our revenue and net income.

**The inability to access clients through intermediaries could have a material adverse effect on our business.**

Our ability to distribute mutual funds and subadvisory services is highly dependent on access to the client base of national and regional securities firms, banks, insurance companies, defined contribution plan administrators and other intermediaries which generally offer competing investment products. To a lesser extent, our institutional separate account asset management business depends on recommendations by consultants, financial planners and other professional advisors, as well as our existing clients. We may not be able to continue to gain access to these channels. The inability to have this access could have a material adverse effect on our business.

A significant portion of the growth in the mutual fund assets we manage in recent years has been accessed through intermediaries, including Merrill Lynch, Pierce, Fenner and Smith, Inc., UBS Securities LLC, Wachovia Capital Markets LLC and Charles Schwab & Co., Inc. Loss of any of these distribution channels, and the inability to access clients through new distribution channels, could adversely affect our results of operations and business prospects.

**Fee pressures could reduce our revenue and profitability.**

There has been a trend toward lower fees in some segments of the asset management business. In order for us to maintain our fee structure in a competitive environment, we must be able to provide clients with investment returns and service that will encourage them to be willing to pay such fees. In addition, the SEC has adopted rules that are designed to improve mutual fund corporate governance. These rules could result in further downward pressure on investment advisory fees in the mutual fund industry. Accordingly, we may not be able to maintain our current fee structure or take advantage of scheduled fee increases. Fee reductions on existing or future new business would have an adverse impact on our revenue and profitability.

**Our business strategy may not be successful.**

Our business strategy involves diversifying our asset management business to include products and services outside the U.S. real estate securities area. This has entailed hiring additional portfolio managers in areas in which we do not have significant prior experience as well as opening offices both within and outside the United States. In the future, it may entail acquiring other asset management firms.

We may not be successful in locating and hiring or acquiring such portfolio managers or asset management firms and any such hiring activity or acquisitions may not be successful. In addition, our business prospects and future growth are subject to our ability to successfully manage multiple offices and navigate legal and regulatory systems outside the United States. Furthermore, a change in the current tax treatment of dividends could adversely impact our business strategy.

**We could experience losses and significant volatility in connection with the activities of our investment banking business.**

Our investment banking business operates in a highly competitive environment where there are no long-term contracted sources of revenue. Investment banking assignments are generally related to specific capital raising, merger or acquisition transactions or restructuring projects. Because these transactions are singular in nature and are not likely to recur, the investment banking business must seek new assignments when current assignments are successfully completed or are terminated. Only a limited proportion of investment banking engagements result in a completed transaction for which a fee is earned. The employees of the investment banking business can spend significant amounts of time on transactions that are not completed and for which no fee will be earned. As a result, high activity levels in any period are not necessarily indicative of continued high levels of activity in any other period and the revenue and profitability of our investment banking business can be very volatile.

When an investment banking engagement is terminated, whether due to the cancellation of a transaction due to market reasons or otherwise, we may earn limited or no fees and may not be able to recover the costs that we incurred prior to that termination.

Moreover, each year we advise a limited number of investment banking clients. The composition of the group comprising our largest clients varies significantly from year to year. We expect that our investment banking engagements will continue to be limited to a relatively small number of clients and that an even smaller number of those clients will account for a high percentage of revenue in any particular year. Consequently, the adverse impact on the results of our investment banking business of one lost mandate or the failure of one transaction or restructuring on which we are advising to be completed could be significant.

**Compliance failures and changes in regulation could adversely affect us.**

Our asset management business is subject to client guidelines and our mutual fund business involves compliance with numerous investment, asset valuation, distribution and tax requirements. A failure to adhere to these guidelines or satisfy these requirements could result in losses that could be recovered by the client from us in certain circumstances.

Our businesses are also subject to extensive regulation in the United States, including by the SEC and the NASD and internationally, including the Hong Kong Securities and Futures Commission, the United Kingdom Financial Services Authority, the Belgium Banking, Finance and Insurance Commission and the Luxembourg Commission de Surveillance de Secteur Financier. Our failure to comply with applicable laws or regulations could result in fines, suspensions of personnel or other sanctions, including revocation of the registration of any of our subsidiaries as an investment advisor or broker/dealer. Changes in laws or regulations or in governmental policies could have a material adverse effect on us. These changes could have a substantial impact on the regulation and operation of mutual funds and could adversely affect the assets we manage and our revenue and net income. Further, we may require additional staff to satisfy these obligations, which would increase our operating expenses.

**Regulatory developments designed to increase the independence of mutual fund boards of directors may result in downward pressure on our fees and could result in mutual funds not renewing their investment advisory and administration agreements with us.**

The SEC has adopted rules relating to the composition of mutual fund boards of directors and the practices of the independent directors who serve on those boards. The SEC has also adopted rules that require mutual fund shareholder reports to discuss, in reasonable detail, the material factors and conclusions that formed the basis for the approval by a mutual fund's board of directors of any investment advisory agreement, including the fees payable under the agreement. The board of directors of each mutual fund for which we are the investment advisor, including at least a majority of the mutual fund's independent directors, must determine both initially and, following the initial two year term, annually thereafter that the mutual fund's investment advisory fee is reasonable in relation to, among other things, the performance of the mutual fund, the services provided by the investment advisor and the advisory fees charged to comparable mutual funds. These directors have a fiduciary duty to the mutual fund shareholders. If regulatory developments designed to increase the independence of mutual fund boards of directors result in reductions in the fees payable to other fund managers, this could in turn result in downward pressure on our fees. In addition, the continued receipt of revenue by our asset management business is subject to the risk that our mutual fund boards of directors may determine not to renew investment advisory and administration agreements with us or that they may renew such agreements at lower fee rates than are then in effect.

**Failure to comply with "fair value" pricing and late trading policies and procedures may adversely affect us.**

The SEC has adopted rules that require mutual funds to adopt "fair value" pricing procedures to address time zone arbitrage, selective disclosure procedures to protect mutual fund portfolio information and procedures to ensure compliance with a mutual fund's disclosed market timing policy. SEC rules also require our funds to ensure compliance with their own market timing policies. Our funds are subject to these rules and, in the event of non-compliance, we may be required to disgorge certain revenue. In addition, we could have penalties imposed on us, be required to pay fines or be subject to private litigation which could decrease our future income, or negatively impact our current business and our future growth prospects.

**New regulations restricting the use of "soft dollars" could result in an increase of our expenses.**

On behalf of our mutual fund and investment advisory clients, we make decisions to buy and sell securities for each portfolio, select broker/dealers to execute trades and negotiate brokerage commission rates. In connection with these transactions, we may receive "soft dollar credits" from broker/dealers that have the effect of defraying certain of our expenses. If the ability of asset managers to use "soft dollars" were reduced or eliminated our operating expenses would potentially have increased by approximately \$1.6 million in 2006. We would expect a similar increase in operating expenses for future periods if the use of "soft dollars" was eliminated or significantly reduced.

**The asset management industry is intensely competitive.**

Our funds and separate accounts compete against an ever-increasing number of investment products and services sold to the public by investment management companies, investment dealers, banks, insurance

companies and others. Many institutions competing with us have greater resources than we do. We compete with other providers of investment products on the basis of the products offered, the investment performance of such products, quality of service, fees charged, the level and type of financial intermediary compensation, the manner in which such products are marketed and distributed, our reputation and the services provided to investors. In addition, our ability to market investment products is highly dependent on access to the various distribution systems of national and regional securities dealer firms, which generally offer competing internally and externally managed investment products which could limit the distribution of our investment products. There can be no assurance that we will be able to retain access to these channels. The inability to have such access could have a material adverse effect on our business. To the extent that existing or potential customers, including securities broker/dealers, decide to invest in or broaden distribution relationships with our competitors, the sales of our products as well as our market share, revenues and net income could decline.

**Failure to maintain adequate infrastructure could impede our ability to support business growth.**

We continue to experience significant growth in our business activities, both domestically and internationally. We must maintain adequate infrastructure to support this growth, including technological capacity, data centers, backup facilities and sufficient space for expanding staff levels. The failure to maintain an infrastructure commensurate with our expansion, particularly our international expansion, could impede our growth, which could cause our earnings or stock price to decline.

## **RISKS RELATED TO OUR COMMON STOCK**

**We are controlled by Mr. Cohen and Mr. Steers, whose interests may differ from those of other stockholders.**

Our principals, Mr. Cohen and Mr. Steers, beneficially own, in the aggregate, approximately 59% of our common stock as of March 12, 2007. As long as Mr. Cohen and Mr. Steers control a majority of the common stock, they will have the ability to, among other things:

- elect all of the members of our board of directors and thereby control our management and affairs;
- determine the outcome of matters submitted to a vote of our stockholders for approval; and
- preclude any unsolicited acquisition of us and, consequently, adversely affect the market price of the common stock or prevent our stockholders from realizing a premium on their shares.

The interests of our principals could differ from those of other stockholders in instances where, for example, our principals' compensation is being determined or where an unsolicited acquisition of us could result in a change in our management.

**Sales of a substantial number of shares of our common stock may adversely affect the market price of our common stock, and the issuance of additional shares will dilute all other stockholdings.**

Sales of a substantial number of shares of our common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our common stock. Our principals, who beneficially own, in the aggregate, 23,350,535 shares of our common stock as of March 12, 2007, have advised us that they intend to sell additional shares of our common stock over a period of time, subject to the securities laws restrictions on sales by affiliates. We granted our principals and two trusts benefiting their families, their affiliates and certain of their transferees the right to require us to register under the Securities Act of 1933 shares of our common stock (and other securities convertible into or exchangeable or exercisable for shares of common stock) held by them under certain circumstances.

In August 2006, we filed a registration statement that covered resales of an aggregate of 15,500,000 shares owned by Messrs. Cohen and Steers and other selling shareholders and 4,500,000 primary shares to be offered and sold by us. In December 2006, Mr. Cohen, Mr. Steers and a trust benefiting Mr. Steers' family, sold an aggregate of 1,500,000 shares and we sold two million shares of our stock in a registered public offering under this registration statement.

Anti-takeover provisions in our charter documents and Delaware law could delay or prevent a change in control.

Our certificate of incorporation may delay or prevent a merger or acquisition that a stockholder may consider favorable by permitting our board of directors to issue one or more series of preferred stock. In addition, provisions of the Delaware General Corporation Law restrict certain business combinations with interested stockholders. These provisions may also discourage acquisition proposals or delay or prevent a change in control, which could harm our stock price.

#### **Item 1B. Unresolved Staff Comments**

The Company has no unresolved SEC comments.

#### **Item 2. Properties**

Our principal executive offices are located in leased office space at 280 Park Avenue, New York, New York. In addition, we have leased office space in Seattle, Washington, Hong Kong, London and Brussels.

#### **Item 3. Legal Proceedings**

We are presently not involved in any legal proceedings.

#### **Item 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of our security holders during the fourth quarter of the year ended December 31, 2006.

### **PART II**

#### **Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is listed on the New York Stock Exchange ("NYSE") and is traded under the symbol "CNS." As of March 12, 2007, there were 135 holders of record of our common stock. The closing sale price of our common stock on March 12, 2007 was \$40.70 per share.

We currently pay a quarterly cash dividend at a rate of \$0.13 per share. The declaration and payment of dividends to holders of our common stock by us, if any, are subject to the discretion of our board of directors. Our board of directors will take into account such matters as general economic and business conditions, our strategic plans, our financial results and condition, contractual, legal and regulatory restrictions on the payment of dividends by us and our subsidiaries and such other factors as our board of directors may consider to be relevant. On March 13, 2007, we declared a quarterly cash dividend on our common stock in the amount of \$0.20 per share.

The following table sets forth, for the periods indicated, the high and low reported sale prices and dividends declared per share for the common stock:

Three Months Ended 2006	March 31	June 30	September 30	December 31
High price	\$24.94	\$27.95	\$33.00	\$40.67
Low price	\$18.60	\$22.69	\$22.51	\$31.09
Cash dividend declared per share	\$ 0.11	\$ 0.11	\$ 0.13	\$ 0.13
Three Months Ended 2005	March 31	June 30	September 30	December 31
High price	\$19.12	\$20.90	\$23.62	\$20.78
Low price	\$14.80	\$16.07	\$17.93	\$16.57
Cash dividend declared per share	\$ 0.10	\$ 0.10	\$ 0.11	\$ 0.11

On December 18, 2006, we issued an aggregate of 360,500 shares of our common stock in connection with our acquisition of the remaining 50% of Houlihan Rovers. These shares were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Exchange Act of 1933, as amended on the basis that the issuance did not involve a public offering.

## **Item 6. Selected Financial Data**

The selected consolidated financial data, together with other information presented below, has been derived from and should be read in conjunction with our consolidated financial statements and the notes to those statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Form 10-K. The data reflect certain reclassifications to conform to the current year's presentation.

Our income taxes as an S-corporation (for all periods presented through August 16, 2004), consisted solely of New York state and local income taxes. Upon conversion from S-corporation to C-corporation status on August 16, 2004, the Company became subject to U.S. federal and certain state and local income taxes which it had not been subject to previously. Therefore, the data presented for 2004 include results as both an S-corporation and a C-corporation.

The results presented for 2004 include operations as both a private and public company and are therefore not comparable with future periods. Our 2004 results include certain substantial charges related to the initial public offering of shares of our common stock, including a one-time non-cash compensation charge of \$47.0 million attributable to the grant of fully vested RSUs to certain employees. General and administrative expenses prior to our initial public offering consisted primarily of professional fees, travel, marketing and rent expenses. However, as a result of operating as a public company, additional general and administrative expenses such as professional fees, transfer agent fees, directors and officers insurance, public company reporting fees, and other public company related costs were incurred many of which will be recurring.

The second quarter 2006 results include a \$75.7 million expense associated with the termination of additional compensation agreements entered into in connection with common share offerings of certain closed-end mutual funds.

## SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA(1)

(\$ in thousands, except per share data)	Years Ended December 31,				
	2006	2005	2004(1)	2003(1)	2002(1)
<b>Consolidated Statement of Income</b>					
Total revenue	\$191,472	\$146,218	\$114,113	\$70,341	\$55,246
Total operating expenses	196,462	98,596	116,504	58,469	46,597
<b>Operating income (loss)</b>	<b>(4,990)</b>	<b>47,622</b>	<b>(2,391)</b>	<b>11,872</b>	<b>8,649</b>
Total non-operating income	7,490	6,257	1,109	279	398
<b>Income (loss) before provision for income taxes and equity in earnings of affiliate</b>					
	2,500	53,879	(1,282)	12,151	9,047
Provision for income taxes	837	22,880	(8,551)	100	611
Equity in earnings of affiliate	1,541	922	19	—	—
<b>Net income</b>	<b>\$ 3,204</b>	<b>\$ 31,921</b>	<b>\$ 7,288</b>	<b>\$12,051</b>	<b>\$ 8,436</b>
<b>Earnings per share data(2)</b>					
Basic	\$ 0.08	\$ 0.80	\$ 0.23	\$ 0.45	\$ 0.32
Fully diluted	\$ 0.08	\$ 0.79	\$ 0.23	\$ 0.45	\$ 0.32
<b>Consolidated Statement of Financial Condition</b>					
Cash and cash equivalents	\$139,360	\$ 39,092	\$ 30,164	\$ 7,256	\$ 6,090
Marketable securities					
available-for-sale	39,408	87,276	69,935	6,439	4,625
Total assets	285,146	198,548	158,989	34,523	24,394
Total liabilities	43,737	33,853	13,354	13,749	7,702
Total stockholders' equity	241,409	164,695	145,635	20,774	16,692
<b>Other Financial Data (unaudited) (\$ in Millions)</b>					
<b>Assets under management (AUM) by account type:</b>					
Closed-end mutual funds	\$ 11,391	\$ 9,674	\$ 8,984	\$ 4,791	\$ 2,114
Open-end mutual funds	9,575	5,591	5,199	3,897	2,452
Institutional separate accounts	8,930	5,226	4,118	2,992	2,057
<b>Total AUM</b>	<b>\$ 29,896</b>	<b>\$ 20,491</b>	<b>\$ 18,301</b>	<b>\$11,680</b>	<b>\$ 6,623</b>

(1) Prior to August 17, 2004, the Company was a privately held S-corporation.

(2) All per share amounts have been adjusted to reflect a 291.351127 for one stock split that we effected on June 16, 2004. See Note 6 to the consolidated financial statements contained in this Form 10-K for the computations of basic and diluted earnings per share.

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This report and other documents filed by us contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which reflect our current views with respect to, among other things, our operations and financial performance. You can identify these forward-looking statements by the use of words such as "outlook," "believes," "expects," "potential," "may," "should," "seeks," "predicts," "intends," "plans," "estimates," "anticipates" or the negative versions of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties.

Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe that these factors include, but are not limited to, those described in Item 1A. Risk Factors of this Annual Report on Form 10-K. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are



included in this report. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

## **OVERVIEW**

Cohen & Steers, Inc., together with its wholly-owned subsidiaries, is a manager of high-income equity portfolios, specializing in U.S. REITs, international real estate securities, preferred securities, utilities and large cap value stocks. We serve individual and institutional investors through a wide range of open-end mutual funds, closed-end mutual funds and institutional separate accounts. As a complement to our asset management business, we also provide investment banking services to companies in real estate and real estate intensive businesses, including healthcare.

## Assets Under Management

We manage three types of accounts: closed-end mutual funds, open-end load and no-load mutual funds and institutional separate accounts.

The following table sets forth information regarding the net flows and appreciation/(depreciation) of assets under management for the years presented (in millions):

	Years Ended December 31,		
	2006	2005	2004
<b>CLOSED-END MUTUAL FUNDS</b>			
<b>Assets under management, beginning of year</b>	<b>\$ 9,674</b>	<b>\$ 8,984</b>	<b>\$ 4,791</b>
Inflows	553	829	3,292
Market appreciation (depreciation)	1,164	(139)	901
<b>Total increase</b>	<b>1,717</b>	<b>690</b>	<b>4,193</b>
<b>Assets under management, end of year</b>	<b>\$11,391</b>	<b>\$ 9,674</b>	<b>\$ 8,984</b>
<b>OPEN-END MUTUAL FUNDS</b>			
<b>Assets under management, beginning of year</b>	<b>\$ 5,591</b>	<b>\$ 5,199</b>	<b>\$ 3,897</b>
Inflows	3,821	1,726	1,395
Outflows	(2,025)	(1,776)	(1,296)
Net inflows (outflows)	1,796	(50)	99
Acquisition(1)	163	—	—
Market appreciation	2,025	442	1,203
<b>Total increase</b>	<b>3,984</b>	<b>392</b>	<b>1,302</b>
<b>Assets under management, end of year</b>	<b>\$ 9,575</b>	<b>\$ 5,591</b>	<b>\$ 5,199</b>
<b>INSTITUTIONAL SEPARATE ACCOUNTS</b>			
<b>Assets under management, beginning of year</b>	<b>\$ 5,226</b>	<b>\$ 4,118</b>	<b>\$ 2,992</b>
Inflows	2,013	1,215	490
Outflows	(1,217)	(640)	(492)
Net inflows (outflows)	796	575	(2)
Acquisition(1)	884	—	—
Market appreciation	2,024	533	1,128
<b>Total increase</b>	<b>3,704</b>	<b>1,108</b>	<b>1,126</b>
<b>Assets under management, end of year</b>	<b>\$ 8,930</b>	<b>\$ 5,226</b>	<b>\$ 4,118</b>
<b>TOTAL</b>			
<b>Assets under management, beginning of year</b>	<b>\$20,491</b>	<b>\$18,301</b>	<b>\$11,680</b>
Inflows	6,387	3,770	5,177
Outflows	(3,242)	(2,416)	(1,788)
Net inflows	3,145	1,354	3,389
Acquisition(1)	1,047	—	—
Market appreciation	5,213	836	3,232
<b>Total increase</b>	<b>9,405</b>	<b>2,190</b>	<b>6,621</b>
<b>Assets under management, end of year(2)</b>	<b>\$29,896</b>	<b>\$20,491</b>	<b>\$18,301</b>

(1) Acquisition of remaining 50% of Houlihan Rovers.

(2) As of December 31, 2005, assets under management included \$543 million of assets managed by Houlihan Rovers through sub-advisory and similar arrangements.

Assets under management were \$29.9 billion at December 31, 2006, a 46% increase from \$20.5 billion at December 31, 2005.

### ***Closed-end mutual funds***

Closed-end mutual fund assets under management increased to \$11.4 billion at December 31, 2006 compared with \$9.7 billion at December 31, 2005 and \$9.0 billion at December 31, 2004. The increase in assets under management was primarily attributable to offerings of common shares for a new fund and preferred shares for an existing fund. Market appreciation was significant for the 2006 and 2004 periods.

Closed-end mutual fund inflows from common and preferred stock offerings were \$553 million in the year ended December 31, 2006, compared with \$829 million in the year ended December 31, 2005 and \$3.3 billion in the year ended December 31, 2004. In November 2006, Cohen & Steers Closed-End Opportunity Fund was launched, raising \$499 million, net of underwriting fees. Also, Cohen & Steers REIT and Utility Income Fund, an existing closed-end mutual fund, raised \$54 million of variable rate preferred shares in the year ended December 31, 2006. The majority of assets raised during 2005 occurred in the first half of the year through the launch of two new funds, which raised \$531 million, and the issuance of preferred shares, which raised \$298 million from three existing funds. In the year ended December 31, 2004, two new funds raised \$2.9 billion through offerings of common and preferred shares.

Market appreciation was \$1.2 billion in the year ended December 31, 2006, compared with market depreciation of \$139 million in the year ended December 31, 2005 and market appreciation of \$901 million in the year ended December 31, 2004.

### ***Open-end mutual funds***

Open-end mutual fund assets under management increased to \$9.6 billion at December 31, 2006, compared with \$5.6 billion at December 31, 2005 and \$5.2 billion at December 31, 2004. The increase in assets under management was attributable to market appreciation, net inflows and assets acquired from Houlihan Rovers.

Net inflows for open-end mutual funds were \$1.8 billion in the year ended December 31, 2006, compared with net outflows of \$50 million in the year ended December 31, 2005 and net inflows of \$99 million in the year ended December 31, 2004. Gross inflows increased to \$3.8 billion in the year ended December 31, 2006 compared with \$1.7 billion in the year ended December 31, 2005 and \$1.4 billion in the year ended December 31, 2004. Gross outflows totaled \$2.0 billion in the year ended December 31, 2006, compared with \$1.8 billion in the year ended December 31, 2005 and \$1.3 billion in the year ended December 31, 2004. Included in our open-end mutual fund activity for the year ended December 31, 2006 was the addition of \$163 million in assets resulting from the acquisition of the remaining 50% of Houlihan Rovers in December 2006.

Market appreciation was \$2.0 billion in the year ended December 31, 2006, compared with market appreciation of \$442 million in the year ended December 31, 2005 and \$1.2 billion in the year ended December 31, 2004.

### ***Institutional separate accounts***

Institutional separate account assets under management increased to \$8.9 billion at December 31, 2006, compared with \$5.2 billion at December 31, 2005 and \$4.1 billion at December 31, 2004. The increase in assets under management was due to market appreciation, net inflows and assets acquired from Houlihan Rovers.

Institutional separate accounts had net inflows of \$796 million in the year ended December 31, 2006, compared with net inflows of \$575 million in the year ended December 31, 2005 and net outflows of \$2 million in the year ended December 31, 2004. Gross inflows increased to \$2.0 billion in the year ended December 31, 2006 from \$1.2 billion in the year ended December 31, 2005 and \$490 million in the year ended December 31, 2004. Gross outflows totaled \$1.2 billion in the year ended December 31, 2006, compared with \$640 million in the year ended December 31, 2005 and \$492 million in the year ended December 31, 2004. Included in our institutional separate account activity for the year ended December 31, 2006 was the addition of \$884 million in assets resulting from the acquisition of the remaining 50% of Houlihan Rovers in December 2006.

Market appreciation was \$2.0 billion in the year ended December 31, 2006, compared with market appreciation of \$533 million in the year ended December 31, 2005 and \$1.1 billion in the year ended December 31, 2004.

## RESULTS OF OPERATIONS

On August 16, 2004, we terminated our status as an S-corporation and converted to a C-corporation and on August 18, 2004, we completed our initial public offering. Our results in the year ended December 31, 2004 include operations as both a private and public company and are therefore not comparable with future periods. As discussed more fully on page 22, results in the year ended December 31, 2004 include certain substantial charges related to the initial public offering.

The following table of selected financial data presents our business segments in a manner consistent with the way we manage our businesses (in thousands):

	Years Ended December 31,		
	2006	2005	2004
<b>Asset Management</b>			
Total revenue, including equity in earnings of affiliate	\$ 174,255	\$135,317	\$ 106,024
Total expenses	(184,487)	(89,335)	(106,145)
Net non-operating income	6,858	6,017	1,059
<b>Income (loss) before provision for income taxes</b>	<b>\$ (3,374)</b>	<b>\$ 51,999</b>	<b>\$ 938</b>
<b>Investment Banking</b>			
Total revenue	\$ 18,758	\$ 11,823	\$ 8,108
Total expenses	(11,975)	(9,261)	(10,359)
Net non-operating income	632	240	50
<b>Income (loss) before provision for income taxes</b>	<b>\$ 7,415</b>	<b>\$ 2,802</b>	<b>\$ (2,201)</b>
<b>Total</b>			
Total revenue, including equity in earnings of affiliate	\$ 193,013	\$147,140	\$ 114,132
Total expenses	(196,462)	(98,596)	(116,504)
Net non-operating income	7,490	6,257	1,109
<b>Income (loss) before provision for income taxes</b>	<b>\$ 4,041</b>	<b>\$ 54,801</b>	<b>\$ (1,263)</b>

## 2006 COMPARED WITH 2005

### Revenue

Total revenue, including equity in earnings of affiliate, increased 31% to \$193.0 million in the year ended December 31, 2006 from \$147.1 million in the year ended December 31, 2005. This increase was primarily the result of an increase in investment advisory and administration fees attributable to higher assets under management and an increase in investment banking fees.

### Asset Management

Revenue, including equity in earnings of affiliate, increased 29% to \$174.3 million in the year ended December 31, 2006 from \$135.3 million in the year ended December 31, 2005. Investment advisory and administration fees increased 27% to \$151.4 million in the year ended December 31, 2006, compared with \$119.2 million in the year ended December 31, 2005.

In the year ended December 31, 2006, total investment advisory and administration revenue from closed-end mutual funds increased 10% to \$67.2 million from \$61.0 million in the year ended December 31, 2005. The increase in closed-end mutual fund revenue was due to higher levels of average daily net assets resulting from the issuance of common and preferred shares for certain funds as well as market appreciation across all closed-end mutual funds.

In the year ended December 31, 2006, total investment advisory and administration revenue from open-end mutual funds increased 40.1% to \$58.9 million from \$42.1 million in the year ended December 31, 2005. The increase was primarily attributable to higher levels of average daily net assets resulting from overall net inflows, the majority of which was from Cohen & Steers International Realty Fund ("IRF") and market appreciation across all open-end mutual funds.

In the year ended December 31, 2006, total investment advisory and administration revenue from institutional separate accounts increased 57% to \$25.3 million from \$16.1 million in the year ended December 31, 2005. This increase was attributable to higher levels of assets resulting from market appreciation across all institutional separate accounts and net inflows during the year.

Distribution and service fee revenue increased 32% to \$15.7 million in the year ended December 31, 2006 from \$12.0 million in the year ended December 31, 2005. This increase in distribution and service fee revenue was primarily due to increased assets in IRF.

### ***Investment Banking***

Revenue increased 59% to \$18.8 million in the year ended December 31, 2006 from \$11.8 million in the year ended December 31, 2005. Revenue for the year ended December 31, 2006 was primarily attributable to fees generated in connection with merger advisory assignments and capital raising transactions. Revenue in the 2005 period was primarily attributable to a mix of merger advisory, capital raising and restructuring assignments. Revenue from investment banking activity is dependent on the completion of transactions, the timing of which cannot reasonably be predicted.

### **Expenses**

Total operating expenses increased 99% to \$196.5 million in the year ended December 31, 2006 from \$98.6 million in the year ended December 31, 2005, primarily due to an increase in distribution and service fees and employee compensation and benefits.

Distribution and service fees increased 245% to \$101.4 million in the year ended December 31, 2006 from \$29.4 million in the year ended December 31, 2005. This increase was primarily due to the \$75.7 million of payments, made in the second quarter of 2006, to terminate certain compensation agreements entered into in connection with the common share offerings of certain of our closed-end mutual funds. Excluding these payments, distribution and service fee expenses decreased 13% to \$25.7 million in the year ended December 31, 2006, from \$29.4 million in the year ended December 31, 2005. This decrease was primarily due to lower expenses in the 2006 period, as no distribution expenses were incurred for those compensation agreements that were terminated as of the beginning of the second quarter of 2006, and was partially offset by higher expenses in the 2006 period resulting from higher asset levels—primarily in our open-end mutual funds.

Employee compensation and benefits increased 53% to \$55.6 million in the year ended December 31, 2006 from \$36.3 million in the year ended December 31, 2005. This was primarily due to increased salary, production based compensation, incentive compensation and amortization of stock based compensation awards for new employees hired during 2005 and 2006, partially offset by higher amounts of deferred compensation.

General and administrative increased 24% to \$28.8 million in the year ended December 31, 2006, from \$23.3 million in the year ended December 31, 2005. This increase was primarily attributable to sub-advisory fees paid to Houlihan Rovers combined with higher travel expenses attributable to our global expansion.

Depreciation and amortization remained relatively constant, increasing only 2% to \$6.4 million in the year ended December 31, 2006 from \$6.3 million in the year ended December 31, 2005. The slight increase was primarily attributable to depreciation and amortization for leasehold improvements and new assets acquired as a result of our relocation to our new corporate headquarters in the fourth quarter of 2005.

Amortization of deferred commissions increased 29% to \$4.3 million in the year ended December 31, 2006 from \$3.4 million in the year ended December 31, 2005. The increase was primarily attributable to increased inflows in IRF class C shares for which commissions are capitalized and amortized.

### **Non-operating Income**

Non-operating income, excluding our share of the net income of Houlihan Rovers, was \$7.5 million in the year ended December 31, 2006, compared with \$6.3 million in the year ended December 31, 2005. This increase was primarily attributable to a gain from the sale of a fractional ownership interest in an aircraft. Interest and dividend income increased to \$3.9 million in the year ended December 31, 2006 from \$3.6 million in the year ended December 31, 2005 due to income earned on the investment of proceeds from a primary share offering of common stock and an increase in corporate profits. These increases were partially offset by the decrease in cash and cash equivalents resulting from the payments of \$75.7 million to terminate certain compensation agreements entered into in connection with the common share offerings of certain of our closed-end mutual funds.

## **Income Taxes**

We recorded an income tax expense of \$0.8 million in the year ended December 31, 2006, compared with an income tax expense of \$22.9 million in the year ended December 31, 2005. The provision for income taxes includes U.S. federal, state, local and foreign taxes at a 20.7% effective tax rate. The \$75.7 million of payments, made in the second quarter of 2006 to terminate certain compensation agreements entered into in connection with the common share offerings of certain of our closed-end mutual funds, resulted in a tax loss for the full fiscal year 2006 and will be applied to periods in which we have lower tax rates. The effective tax rate includes an adjustment to the net deferred tax asset resulting from lower state and local taxes.

## **2005 COMPARED WITH 2004**

### **Revenue**

Total revenue, including equity in earnings of affiliate, increased 29% to \$147.1 million in the year ended December 31, 2005 from \$114.1 million in the year ended December 31, 2004. This increase was primarily the result of an increase in investment advisory and administration fees attributable to higher assets under management and an increase in investment banking fees.

### **Asset Management**

Revenue, including equity in earnings of affiliate, increased 28% to \$135.3 million in the year ended December 31, 2005 from \$106.0 million in the year ended December 31, 2004. Investment advisory and administration fees increased 28% to \$119.2 million in the year ended December 31, 2005, compared with \$92.8 million in the year ended December 31, 2004.

In the year ended December 31, 2005, total investment advisory and administration revenue from closed-end mutual funds increased 31% to \$61.0 million from \$46.6 million in the year ended December 31, 2004. The increase in closed-end mutual fund revenue was due to higher levels of average daily net assets from common and preferred share offerings for certain funds during the fourth quarter of 2004 and the first half of 2005, partially offset by market depreciation.

In the year ended December 31, 2005, total investment advisory and administration revenue from open-end mutual funds increased 22% to \$42.1 million from \$34.4 million in the year ended December 31, 2004. The increase was attributable to increased assets under management resulting from market appreciation across virtually all of our open-end mutual funds.

In the year ended December 31, 2005, total investment advisory and administration revenue from institutional separate accounts increased 36% to \$16.1 million from \$11.8 million in the year ended December 31, 2004. This increase was attributable to higher levels of assets resulting from market appreciation and net inflows during the year.

Distribution and service fee revenue increased 18% to \$12.0 million in the year ended December 31, 2005 from \$10.2 million in the year ended December 31, 2004. This increase in distribution and service fee revenue was primarily due to increased assets in three open-end mutual funds and the launch of our international open-end mutual fund.

### **Investment Banking**

Revenue increased 46% to \$11.8 million in the year ended December 31, 2005 from \$8.1 million in the year ended December 31, 2004. This increase was primarily attributable to additional revenue generated from merger advisory and restructuring assignments partially offset by a reduction in capital raising transactions.

### **Expenses**

Total operating expenses decreased 15% to \$98.6 million in the year ended December 31, 2005 from \$116.5 million in the year ended December 31, 2004, primarily due to a decrease in employee compensation and benefits, partially offset by increases in general and administrative, distribution and service fees and depreciation and amortization.

Employee compensation and benefits decreased 51% to \$36.3 million in the year ended December 31, 2005 from \$74.0 million in the year ended December 31, 2004. Included in 2004 expense was a third quarter one-time non-cash compensation charge of \$47.0 million attributable to the grant of fully-vested RSUs to certain employees related to our initial public offering. The change was partially offset by 2005 increases in

base and incentive compensation for new employees and amortization of unearned compensation related to RSUs and deferred compensation plans.

Distribution and service fees increased 31% to \$29.4 million in the year ended December 31, 2005 from \$22.5 million in the year ended December 31, 2004. This increase was primarily due to higher levels of average daily net assets and the launch of two new closed-end mutual funds in 2005. Distribution expenses from closed-end mutual funds were \$13.1 million in the year ended December 31, 2005, compared with \$11.4 million in the year ended December 31, 2004. Distribution fees, shareholder service fees and other distribution expenses for open-end mutual funds were \$16.3 million in the year ended December 31, 2005, compared with \$11.1 million in the year ended December 31, 2004 and contributed most to the increase in distribution and service fees.

General and administrative increased 80% to \$23.3 million in the year ended December 31, 2005, from \$13.0 million in the year ended December 31, 2004. Approximately \$4.0 million of the increase was attributable to higher professional fees resulting from costs related to compliance with Sarbanes-Oxley, sub-advisory fees paid to Houlihan Rovers and increased recruiting fees. In addition, we incurred organizational expenses of \$2.5 million as part of the launch of five new mutual funds during 2005. Occupancy costs were higher due to the recognition of two full quarter's rent expense for our new corporate headquarters. In connection with our relocation, we recorded a charge of \$1.4 million comprised primarily of moving costs and remaining lease payments, partially offset by sublease income for our former location.

Depreciation and amortization increased 121% to \$6.3 million in the year ended December 31, 2005 from \$2.8 million in the year ended December 31, 2004. Included in depreciation and amortization expense in the year ended December 31, 2005 was a full year non-cash expense of \$4.4 million relating to amortization of the intangible asset recorded in connection with the grant of fully vested RSUs related to our initial public offering. In 2004, the non-cash charge associated with the amortization of the intangible asset totaled \$1.7 million. The intangible asset, which expires in January 2008, reflects the independently determined value of the non-competition agreements that were executed at the time of our initial public offering. As a result of our relocation to our new corporate headquarters in November, we recorded a charge of \$0.7 million attributable to the abandonment of certain furniture and fixtures and leasehold improvements.

Amortization of deferred commissions decreased 21% to \$3.4 million in the year ended December 31, 2005 from \$4.2 million in the year ended December 31, 2004. The decrease was primarily attributable to a higher proportion of inflows into front-end load, class A shares.

### **Non-operating Income**

Non-operating income, excluding our share of the net income of Houlihan Rovers, was \$6.3 million in the year ended December 31, 2005, compared with \$1.1 million in the year ended December 31, 2004. Non-operating income for 2005 was primarily attributable to \$3.6 million of interest and dividend income on our investments, \$2.5 million of realized gains from the sale of investments in our sponsored mutual funds and a \$0.3 million gain from the sale of our fractional interest in an aircraft.

### **Income Taxes**

Upon our conversion from S-corporation to C-corporation status on August 16, 2004, we became subject to U.S. federal and certain state and local income taxes. Prior to that, we were exempt from federal income taxes due to our status as an S-corporation and income tax expense consisted of New York state and local income taxes. We recorded an income tax expense of \$22.9 million in the year ended December 31, 2005, compared with an income tax benefit of \$8.6 million in the year ended December 31, 2004. The provision for income taxes in the year ended December 31, 2005, includes U.S. federal, state and local income taxes at an effective tax rate equal to 41.8%. Included in the tax provision in the year ended December 31, 2005 is an adjustment to the net deferred tax asset resulting from a recent change in the New York State tax law. The income tax benefit in the year ended December 31, 2004 was due primarily to a benefit derived from vested restricted stock units granted at the time of our initial public offering.

### **Liquidity and Capital Resources**

Our investment advisory business does not require us to maintain significant capital balances. Our current financial condition is highly liquid, with a significant amount of our assets comprised of cash and cash equivalents and marketable securities. Our cash flows generally result from the operating activities of our business segments, with investment advisory and administrative fees a significant contributor. Cash and cash

equivalents, accounts receivable and marketable securities available-for-sale were 74% and 73% of total assets as of December 31, 2006 and 2005, respectively.

Net cash provided by operating activities decreased to \$5.4 million in the year ended December 31, 2006 from \$49.7 million and \$35.9 million in the years ended December 31, 2005 and 2004, respectively. The reduction in 2006 was primarily attributable to the \$75.7 million of payments, made in the second quarter of 2006, to terminate compensation agreements entered into in connection with the common share offerings of certain of our closed-end mutual funds. We expect that cash flows provided by operating activities will continue to serve as the principal source of working capital in our near future.

Net cash provided by investing activities was \$45.5 million in the year ended December 31, 2006 compared with net cash used in investing activities of \$23.2 million and \$66.4 million in the years ended December 31, 2005 and 2004, respectively. In 2006, net cash provided by investing activities was primarily comprised of \$95.9 million of proceeds from the sale and maturity of marketable securities partially offset by \$40.7 million of purchases of marketable securities and net cash paid for Houlihan Rovers of \$6.9 million. In 2005, net cash used in investing activities was primarily comprised of \$58.9 million of purchases of marketable securities and \$7.6 million of purchases of property and equipment partially offset by \$42.8 million of proceeds from the sale and maturity of marketable securities. In 2004, net cash used in investing activities was primarily comprised of \$63.1 million of purchases of marketable securities.

Net cash provided by financing activities was \$49.4 million in the year ended December 31, 2006 compared with net cash used in financing activities of \$17.6 million and net cash provided by financing activities of \$53.1 million in the years ended December 31, 2005 and 2004, respectively. In 2006, net cash provided by financing activities was primarily comprised of \$71.3 million of proceeds from the issuance of common stock through a secondary offering partially offset by cash used in financing activities of \$18.3 million for the payment of dividends to stockholders and \$6.6 million for the acquisition of treasury stock. In 2005, net cash used in financing activities was primarily due to \$16.3 million for the payment of dividends. In 2004, net cash provided by financing activities was comprised primarily of \$105 million of proceeds from our initial public offering partially offset by distributions to S-Corporation shareholders of approximately \$37.7 million, offering costs of \$5.3 million, repayment of a bank line of credit of \$4.7 million and dividends to stockholders of \$4.0 million.

It is our policy to continuously monitor and evaluate the adequacy of our capital. We have consistently maintained net capital in excess of the regulatory requirements for our broker/dealers, as prescribed by the SEC. At December 31, 2006, our regulatory net capital exceeded the minimum requirement by approximately \$10.9 million. The SEC's Uniform Net Capital Rule 15c3-1 imposes certain requirements that may have the effect of prohibiting a broker/dealer from distributing or withdrawing capital and requiring prior notice to the SEC for certain withdrawals of capital. We believe that our cash flows from operations will be more than adequate to meet our anticipated capital requirements and other obligations as they become due.

### Contractual Obligations

We have contractual obligations to make future payments in connection with our non-cancelable operating lease agreements for office space and capital leases for office equipment. The following summarizes our contractual obligations as of December 31, 2006 (in thousands):

	2007	2008	2009	2010	2011	2012 and after	Total
Operating leases	\$4,304	\$3,230	\$3,139	\$3,260	\$3,257	\$8,182	\$25,372
Capital lease obligations, net	80	45	28	3	—	—	156
<b>Total contractual obligations</b>	<b>\$4,384</b>	<b>\$3,275</b>	<b>\$3,167</b>	<b>\$3,263</b>	<b>\$3,257</b>	<b>\$8,182</b>	<b>\$25,528</b>

### Off-Balance Sheet Arrangements

We do not invest in any off-balance sheet vehicles that provide liquidity, capital resources, market or credit risk support, or engage in any leasing activities that expose us to any liability that is not reflected in our consolidated financial statements.



## **Critical Accounting Policies and Estimates**

The preparation of our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under current circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources. We evaluate our estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions.

A thorough understanding of our accounting policies is essential when reviewing our reported results of operations and our financial position. Our management considers the following accounting policies critical to an informed review of our consolidated financial statements. For a summary of these and additional accounting policies, see Note 2 to the annual audited consolidated financial statements.

### ***Investments***

Management determines the appropriate classification of its investments at the time of purchase and re-evaluates such determination at each statement of financial condition date. Marketable securities classified as available-for-sale are primarily comprised of investments in our sponsored open-end and closed-end mutual funds as well as highly rated debt and preferred instruments. These investments are carried at fair value based on quoted market prices, with unrealized gains and losses, net of tax, reported in accumulated other comprehensive income. We review each individual security position that has an unrealized loss, or impairment, to determine if that impairment is other than temporary. If we believe an impairment on a security position is other than temporary, the loss will be recognized in our audited consolidated statement of income. Impairments that arise from changes in interest rates and not credit quality are generally considered temporary.

### ***Goodwill and Intangible Assets***

Intangible assets are amortized over their useful lives. Goodwill represents the excess of the cost of our investment in the net assets of an acquired company over the fair value of the underlying identifiable net assets at the date of acquisition. Goodwill is not amortized but is tested at least annually for impairment by comparing the fair value to carrying amount, including goodwill.

### ***Stock-based Compensation***

We account for stock-based compensation awards in accordance with Statement of Financial Accounting Standards ("SFAS") No. 123(R), *Share-Based Payment* ("SFAS 123(R)"), which requires public companies to recognize expense in the income statement for the grant-date fair value of awards of equity instruments granted to employees. The expense is recognized over the period during which employees are required to provide service. SFAS 123(R) also requires us to estimate forfeitures at the date of grant.

### ***Income Taxes***

We account for income taxes in accordance with SFAS No. 109, *Accounting For Income Taxes* ("SFAS 109"). We recognize the current and deferred tax consequences of all transactions that have been recognized in the financial statements using the provisions of the enacted tax laws. Deferred tax assets are recognized for temporary differences that will result in deductible amounts in future years. Deferred tax liabilities are recognized for temporary differences that will result in taxable income in future years.

### ***Recently Issued Accounting Pronouncements***

In June 2006, Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* ("FIN 48") was issued prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 is effective for fiscal years beginning after December 15, 2006. We do not anticipate that the adoption of FIN 48 will have a material impact on our consolidated financial statements.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* ("SAB 108"). SAB 108 provides guidance on the consideration of effects of the prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 is effective for the first annual

period ending after November 15, 2006. The adoption of SAB No. 108 did not have a material impact on our consolidated financial statements.

In September 2006, Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS 157") was issued, which defines fair value, establishes a framework for measuring fair value, and enhances disclosures about instruments carried at fair value, but does not change existing guidance as to whether or not an instrument is carried at fair value. SFAS 157 is effective for the 2008 calendar year, with earlier application permitted. We are evaluating this standard and its impact, if any, on our consolidated financial statements.

In February 2007, Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159") was issued, which allows companies to elect to measure certain financial assets and liabilities at fair value. The fair value election can be made on an instrument by instrument basis but is irrevocable once made. SFAS 159 is effective for the 2008 calendar year, with earlier application permitted. We are evaluating this standard and its impact, if any, on our consolidated financial statements.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

In the normal course of our business, we are exposed to the risk of interest rate, securities market and general economic fluctuations which may have an adverse impact on the value of our marketable securities. At December 31, 2006, approximately \$24.2 million was invested in our sponsored equity funds. We had approximately \$11.0 million invested in preferred securities and \$4.2 million invested in foreign and domestic equities as of December 31, 2006.

In addition, a significant majority of our revenue—approximately 79%, 82% and 81% for the years ended December 31, 2006, 2005 and 2004, respectively—is derived from investment advisory agreements with our clients. Under these agreements, the investment advisory and administration fee we receive is typically based on the market value of the assets we manage. Accordingly, a decline in the prices of securities generally, and real estate securities in particular, may cause our revenue and income to decline by:

- causing the value of the assets we manage to decrease, which would result in lower investment advisory and administration fees; or
- causing our clients to withdraw funds in favor of investments that they perceive as offering greater opportunity or lower risk, which would also result in lower investment advisory and administration fees.

In addition, market conditions may preclude us from increasing the assets we manage in closed-end mutual funds. A significant portion of our recent growth in the assets we manage has resulted from public offerings of the shares of closed-end mutual funds. The market conditions for these offerings may not be as favorable in the future, which could adversely impact our ability to grow the assets we manage and realize higher fee revenue associated with such growth.

As of December 31, 2006, 58% of the assets we managed were concentrated in U.S. real estate common stocks. An increase in interest rates could have a negative impact on the valuation of REITs and other securities in our clients' portfolios, which could reduce our revenue. In addition, an increase in interest rates could negatively impact our ability to increase open-end mutual fund assets and to offer new mutual funds.

## **Item 8. Financial Statements and Supplemental Data**

The report of our independent registered public accounting firm and financial statements listed in the accompanying index are included in Item 15 of this report. See the Index to Financial Statements on page F-1.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There have been no disagreements on accounting and financial disclosure matters.

## **Item 9A. Controls and Procedures**

Our management, including our co-chief executive officers and our chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of December 31, 2006.

Based on that evaluation, our co-chief executive officers and our chief financial officer have concluded that our disclosure controls and procedures as of December 31, 2006 were effective.

There has been no change in our internal control over financial reporting that occurred during the three months ended December 31, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information regarding directors and executive officers set forth under the captions "Item 1: Election of Directors—Information Concerning the Nominees and Directors" and "Item 1: Election of Directors—Other Executive Officers" of the Proxy Statement is incorporated herein by reference.

The information regarding compliance with Section 16(a) of the Securities Exchange Act of 1934 set forth under the caption "Item 1: Election of Directors—Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement is incorporated herein by reference.

The information regarding our Code of Business Conduct and Ethics under the caption "Item 1: Election of Directors—Corporate Governance at Cohen & Steers" in the Proxy Statement is incorporated herein by reference.

### **Item 11. Executive Compensation**

The information contained in the sections captioned "Item 1: Election of Directors—Compensation of Executive Officers", "Item 1: Election of Directors—Compensation of Directors" and "Item 1: Election of Directors—Compensation Committee Report" of the Proxy Statement is incorporated herein by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information contained in the sections captioned "Item 1: Election of Directors—Ownership of Cohen & Steers Common Stock" and "Item 1: Election of Directors—Equity Compensation Plan Information" of the Proxy Statement is incorporated herein by reference.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information contained in the section captioned "Item 1: Election of Directors—Certain Relationships and Related Transactions" and "Item 1: Election of Directors—Corporate Governance at Cohen & Steers" of the Proxy Statement is incorporated herein by reference.

### **Item 14. Principal Accountant Fees and Services**

The information regarding our independent registered public accounting firm fees and services in the section captioned "Item 2: Ratification of the Appointment of Independent Registered Public Accounting Firm" of the Proxy Statement is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### (a) 1. Financial Statements

Included herein at pages F-1 through F-19.

#### 2. Financial Data Schedules

All schedules have been omitted because they are not applicable, not required, or the information required is included in the financial statements or notes thereto.

#### 3. Exhibits

Exhibit Number	Description
3.1	—Form of Amended and Restated Certificate of Incorporation of the Registrant(1)
3.2	—Form of Amended and Restated Bylaws of the Registrant(1)
4.1	—Specimen Common Stock Certificate(1)
4.2	—Form of Registration Rights Agreement among the Registrant, Martin Cohen, Robert H. Steers, The Martin Cohen 1998 Family Trust and Robert H. Steers Family Trust(1)
10.1	—Form of Tax Indemnification Agreement among Cohen & Steers Capital Management, Inc., Martin Cohen, Robert H. Steers, The Martin Cohen 1998 Family Trust and Robert H. Steers Family Trust(1)
10.2	—Form of Employment Agreement between Cohen & Steers Capital Management, Inc. and Martin Cohen*(1)
10.3	—Form of Employment Agreement between Cohen & Steers Capital Management, Inc. and Robert H. Steers*(1)
10.4	—Cohen & Steers, Inc. 2004 Stock Incentive Plan*(1)
10.5	—Cohen & Steers, Inc. 2004 Annual Incentive Plan*(1)
10.6	—Cohen & Steers, Inc. 2004 Employee Stock Purchase Plan*(1)
10.7	—Form of Restricted Stock Unit Agreement for the issuance of awards pursuant to the Cohen & Steers, Inc. 2004 Stock Incentive Plan*(2)
10.8	—Form of Voluntary Deferral Program Restricted Stock Unit Agreement for the issuance of awards pursuant to the Cohen & Steers, Inc. 2004 Stock Incentive Plan*(2)
10.9	—Form of Mandatory Deferral Program Restricted Stock Unit Agreement for the issuance of awards pursuant to the Cohen & Steers, Inc. 2004 Stock Incentive Plan*(2)
10.10	—Additional Compensation Termination Agreement, dated as of April 10, 2006, between Merrill Lynch, Pierce, Fenner & Smith Incorporated and Cohen & Steers Capital Management, Inc.(3)
21.1	—Subsidiaries of the Registrant (filed herewith)
23.1	—Consent of Deloitte & Touche LLP (filed herewith)
24.1	—Powers of Attorney (included on signature page hereto).
31.1	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.3	—Certification of the co-Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.3	—Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

(1) Incorporated by Reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-114027), as amended, originally filed with the Securities and Exchange Commission on March 30, 2004.

(2) Incorporated by Reference to the Registrant's Quarterly Report on Form 10-Q (Commission File No. 001-32236), for the quarter ended September 30, 2004.

(3) Incorporated by Reference to the Registrant's Quarterly Report on Form 10-Q (Commission File No. 001-32236), for the quarter ended March 31, 2006.

\* Denotes compensatory plan.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COHEN & STEERS, INC.

By: /s/ MARTIN COHEN

Martin Cohen  
Co-Chairman, Co-Chief Executive  
Officer and Director

March 15, 2007

Each of the officers and directors of Cohen & Steers, Inc. whose signature appears below, in so signing, also makes, constitutes and appoints each of Martin Cohen and Robert H. Steers, or either of them, each acting alone, his true and lawful attorneys-in-fact, with full power and substitution, for him in any and all capacities, to execute and cause to be filed with the SEC any and all amendments to the Report on Form 10-K, with exhibits thereto and other documents connected therewith and to perform any acts necessary to be done in order to file such documents, and hereby ratifies and confirms all that said attorneys-in-fact or their substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ MARTIN COHEN</u> Martin Cohen	Co-Chairman, Co-Chief Executive Officer and Director (Co-Principal Executive Officer)	March 15, 2007
<u>/s/ ROBERT H. STEERS</u> Robert H. Steers	Co-Chairman, Co-Chief Executive Officer and Director (Co-Principal Executive Officer)	March 15, 2007
<u>/s/ RICHARD E. BRUCE</u> Richard E. Bruce	Director	March 15, 2007
<u>/s/ PETER L. RHEIN</u> Peter L. Rhein	Director	March 15, 2007
<u>/s/ RICHARD P. SIMON</u> Richard P. Simon	Director	March 15, 2007
<u>/s/ EDMOND D. VILLANI</u> Edmond D. Villani	Director	March 15, 2007
<u>/s/ MATTHEW S. STADLER</u> Matthew S. Stadler	Chief Financial Officer (Principal Financial Officer)	March 15, 2007
<u>/s/ BERNARD M. DOUCETTE</u> Bernard M. Doucette	Chief Accounting Officer (Principal Accounting Officer)	March 15, 2007

**TABLE OF CONTENTS**  
**FINANCIAL STATEMENTS**

Report of Management's Assessment of Internal Control over Financial Reporting	F-2
Report of Independent Registered Public Accounting Firm	F-3
Consolidated Statements of Financial Condition	F-5
Consolidated Statements of Income	F-6
Consolidated Statements of Stockholders' Equity and Comprehensive Income	F-7
Consolidated Statements of Cash Flows	F-8
Notes to the Consolidated Financial Statements	F-10

## **COHEN & STEERS, INC.**

### **MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of Cohen & Steers, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the reliability of financial reporting and the preparation of published financial statements in accordance with generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2006. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control—Integrated Framework*. Based on our assessment we believe that, as of December 31, 2006, the Company's internal control over financial reporting is effective based on those criteria.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the U.S., and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements.

The Company's independent registered public accounting firm that audited the accompanying Consolidated Financial Statements has issued an attestation report on our assessment of the Company's internal control over financial reporting. Their report appears on the following page.

March 13, 2007

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Cohen & Steers, Inc.  
New York, NY

We have audited the accompanying consolidated statements of financial condition of Cohen & Steers, Inc. and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2006. We also have audited management's assessment, included in the accompanying Management's Assessment of Internal Control over Financial Reporting, that the Company maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on these financial statements, an opinion on management's assessment, and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cohen & Steers, Inc. and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, management's assessment that the Company maintained effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Furthermore, in our opinion, the Company maintained, in all material respects,



effective internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ DELOITTE & TOUCHE LLP  
New York, NY  
March 13, 2007

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**

(in thousands, except share data)	December 31, 2006	December 31, 2005
<b>ASSETS</b>		
Cash and cash equivalents	\$139,360	\$ 39,092
Marketable securities available-for-sale	39,408	87,276
Accounts receivable	31,611	19,044
Property and equipment—net	10,539	8,936
Deferred commissions—net	6,248	4,471
Goodwill	20,609	2,676
Intangible assets—net	10,597	9,252
Deferred income tax asset—net	17,869	21,604
Other assets	8,905	6,197
<b>Total assets</b>	<b><u>\$285,146</u></b>	<b><u>\$198,548</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Accrued compensation	\$ 24,100	\$ 15,681
Dividends payable	5,481	4,385
Deferred rent	1,773	1,673
Other liabilities and accrued expenses	12,383	12,114
	<b><u>43,737</u></b>	<b><u>33,853</u></b>
Stockholders' equity:		
Common stock, \$0.01 par value; 500,000,000 shares authorized; 38,848,412 and 35,426,202 shares issued and outstanding at December 31, 2006 and 2005, respectively	388	354
Additional paid-in capital	283,360	183,860
Accumulated deficit	(22,053)	(6,377)
Accumulated other comprehensive income, net of tax	4,376	354
Less: Treasury stock, at cost, 314,576 and 1,043 shares at December 31, 2006 and 2005, respectively	(6,628)	(20)
Unearned compensation	(18,034)	(13,476)
<b>Total stockholders' equity</b>	<b><u>241,409</u></b>	<b><u>164,695</u></b>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$285,146</u></b>	<b><u>\$198,548</u></b>

See notes to consolidated financial statements

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

(in thousands, except per share data)	Years Ended December 31,		
	2006	2005	2004
<b>Revenue:</b>			
Investment advisory and administration fees	\$151,373	\$119,195	\$ 92,847
Distribution and service fees	15,748	11,955	10,150
Portfolio consulting and other	5,593	3,245	3,008
Investment banking fees	18,758	11,823	8,108
<b>Total revenue</b>	<b>191,472</b>	<b>146,218</b>	<b>114,113</b>
<b>Expenses:</b>			
Employee compensation and benefits	55,569	36,269	73,973
Distribution and service fees	101,364	29,385	22,475
General and administrative	28,786	23,300	12,974
Depreciation and amortization	6,403	6,283	2,843
Amortization, deferred commissions	4,340	3,359	4,239
<b>Total expenses</b>	<b>196,462</b>	<b>98,596</b>	<b>116,504</b>
<b>Operating income (loss)</b>	<b>(4,990)</b>	<b>47,622</b>	<b>(2,391)</b>
<b>Non-operating income (expense):</b>			
Interest and dividend income	3,892	3,622	1,241
Gain from sale of marketable securities	2,637	2,534	—
Gain from sale of property and equipment	1,042	289	—
Foreign currency transaction loss	(81)	(86)	—
Interest expense	—	(102)	(132)
<b>Total non-operating income</b>	<b>7,490</b>	<b>6,257</b>	<b>1,109</b>
Income (loss) before provision for income taxes and equity in earnings of affiliate	2,500	53,879	(1,282)
Provision for income taxes	837	22,880	(8,551)
Equity in earnings of affiliate	1,541	922	19
<b>Net income</b>	<b>\$ 3,204</b>	<b>\$ 31,921</b>	<b>\$ 7,288</b>
<b>Earnings per share:</b>			
Basic	\$ 0.08	\$ 0.80	\$ 0.23
Diluted	\$ 0.08	\$ 0.79	\$ 0.23
<b>Weighted average shares outstanding:</b>			
Basic	40,033	39,991	31,816
Diluted	40,711	40,324	31,942

See notes to consolidated financial statements

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE**  
**INCOME**

	Years Ended December 31, 2006, 2005 and 2004						
				Accumulated Other Comprehensive			
(in thousands)	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Income (Loss), Net	Treasury Stock	Unearned Compensation	Total
<b>Beginning balance, January 1, 2004</b>	<b>\$267</b>	<b>\$ 3,692</b>	<b>\$ 15,195</b>	<b>\$ 1,620</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 20,774</b>
Dividends	—	—	(7,996)	—	—	—	(7,996)
Issuance of common stock	87	105,028	—	—	—	—	105,115
Transfer of undistributed accumulated deficit to additional paid-in-capital	—	(1,697)	1,697	—	—	—	—
Tax benefit from conversion from S-corporation to C-corporation	—	215	—	—	—	—	215
Deferred offering costs	—	(5,286)	—	—	—	—	(5,286)
Distribution to stockholders	—	—	(37,741)	—	—	—	(37,741)
Issuance of restricted stock units	—	80,403	—	—	—	(13,454)	66,949
Amortization of unearned compensation	—	—	—	—	—	(92)	(92)
Forfeitures of restricted stock awards	—	(3,761)	—	—	—	—	(3,761)
Net income	—	—	7,288	—	—	—	7,288
Other comprehensive income, net of taxes	—	—	—	170	—	—	170
<b>Ending balance, December 31, 2004</b>	<b>\$354</b>	<b>\$178,594</b>	<b>\$(21,557)</b>	<b>\$ 1,790</b>	<b>\$ —</b>	<b>\$(13,546)</b>	<b>\$145,635</b>
Dividends	—	—	(16,741)	—	—	—	(16,741)
Issuance of common stock	—	676	—	—	—	—	676
Tax benefit from issuance of dividends on restricted stock units	—	941	—	—	—	—	941
Repurchase of common stock	—	—	—	—	(20)	—	(20)
Issuance of restricted stock units	—	5,066	—	—	—	(4,975)	91
Amortization of unearned compensation	—	—	—	—	—	4,821	4,821
Forfeitures of restricted stock awards	—	(1,417)	—	—	—	224	(1,193)
Net income	—	—	31,921	—	—	—	31,921
Other comprehensive loss, net of taxes	—	—	—	(1,436)	—	—	(1,436)
<b>Ending balance, December 31, 2005</b>	<b>\$354</b>	<b>\$183,860</b>	<b>\$ (6,377)</b>	<b>\$ 354</b>	<b>\$ (20)</b>	<b>\$(13,476)</b>	<b>\$164,695</b>
Dividends	—	—	(18,880)	—	—	—	(18,880)
Issuance of common stock	34	82,361	—	—	—	—	82,395
Tax benefit from issuance of dividends on restricted stock units	—	2,975	—	—	—	—	2,975
Repurchase of common stock	—	—	—	—	(6,608)	—	(6,608)
Issuance of restricted stock units	—	14,836	—	—	—	(12,393)	2,443
Amortization of unearned compensation	—	—	—	—	—	7,312	7,312
Forfeitures of restricted stock awards	—	(672)	—	—	—	523	(149)
Net income	—	—	3,204	—	—	—	3,204
Other comprehensive income, net of taxes	—	—	—	4,022	—	—	4,022
<b>Ending balance, December 31, 2006</b>	<b>\$388</b>	<b>\$283,360</b>	<b>\$(22,053)</b>	<b>\$ 4,376</b>	<b>\$(6,628)</b>	<b>\$(18,034)</b>	<b>\$241,409</b>

See notes to consolidated financial statements

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)	Years Ended December 31,		
	2006	2005	2004
Cash flows from operating activities:			
Net income	\$ 3,204	\$ 31,921	\$ 7,288
Adjustments to reconcile net income to net cash provided by operating activities:			
Stock compensation expense	7,335	5,853	45,427
Stock appreciation right plan expense	—	—	869
Amortization, deferred commissions	4,340	3,359	4,239
Depreciation and amortization	6,403	6,283	2,843
Amortization, bond discount	(30)	(177)	(58)
Deferred rent	135	1,581	(29)
Gain from sale of marketable securities	(2,637)	(2,534)	—
Gain from sale of equipment	(1,042)	(289)	—
Equity in earnings of affiliate	(1,541)	(1,362)	(19)
Deferred income taxes	1,191	(4,235)	(18,029)
Foreign currency transaction loss	81	86	—
Tax benefits associated with dividends on restricted stock units	735	941	—
Changes in operating assets and liabilities:			
Accounts receivable	(12,567)	(5,977)	(4,304)
Deferred commissions	(6,117)	(2,114)	(3,273)
Other assets	(5,188)	(1,518)	(1,361)
Accrued compensation	10,331	13,604	(232)
Other liabilities and accrued expenses	732	4,255	2,495
<b>Net cash provided by operating activities</b>	<b>5,365</b>	<b>49,677</b>	<b>35,856</b>
Cash flows from investing activities:			
Purchases of marketable securities available-for-sale	(40,728)	(58,867)	(63,091)
Proceeds from sale and maturities of marketable securities available-for-sale	95,860	42,800	997
Purchase of equity investment	—	—	(3,831)
Cash paid for Houlihan Rovers acquisition, net of cash received	(6,890)	—	—
Purchases of property and equipment	(3,895)	(7,604)	(436)
Proceeds from sale of property and equipment	1,152	485	—
<b>Net cash (used in) provided by investing activities</b>	<b>45,499</b>	<b>(23,186)</b>	<b>(66,361)</b>
Cash flows from financing activities:			
Issuance of common stock	71,341	497	104,990
Excess tax benefits associated with restricted stock awards	2,975	—	—
Distributions to S-corporation shareholders	—	—	(37,741)
Dividends to stockholders	(18,278)	(16,338)	(3,983)
Repayment of bank line of credit	—	—	(4,713)
Acquisition of treasury stock	(6,608)	—	—
Payment of capital lease obligations	(26)	(49)	(16)
Principal payments on long-term debt	—	(1,673)	(108)
Offering costs	—	—	(5,286)
<b>Net cash (used in) provided by financing activities</b>	<b>49,404</b>	<b>(17,563)</b>	<b>53,143</b>
Net increase in cash and cash equivalents	100,268	8,928	22,638
Cash and cash equivalents, beginning of the year	39,092	30,164	7,526
<b>Cash and cash equivalents, end of the year</b>	<b>\$139,360</b>	<b>\$ 39,092</b>	<b>\$ 30,164</b>

See notes to consolidated financial statements

**Supplemental disclosures of cash flow information:**

For the year ended December 31, 2006, there was no cash paid for interest. For the years ended December 31, 2005 and 2004, cash paid for interest totaled \$109,000 and \$129,000, respectively.

For the years ended December 31, 2006, 2005, and 2004, cash paid for taxes, net of refunds, totaled \$1.3 million, \$26.1 million, and \$10.1 million, respectively.

**Supplemental disclosures of non-cash operating, investing and financing activities:**

In connection with its stock incentive plan, the Company issued for the years ended December 31, 2006, 2005, and 2004, fully vested restricted stock units in the amount of \$2.1 million, \$92,000, and \$65.9 million, respectively. For the years ended December 31, 2006, 2005, and 2004, the Company issued unvested restricted stock units in the amount of \$12.4 million, \$5.0 million and \$14.5 million, respectively. For the years ended December 31, 2006, 2005, and 2004, forfeitures of restricted stock units totaled \$672,000, \$1.4 million, \$3.8 million, respectively. In addition, for the year ended December 31, 2006, the Company issued restricted stock unit dividend equivalents in the amount of \$362,000.

On December 18, 2006, the Company issued shares of its common stock with an aggregate value of approximately \$10.9 million in connection with its acquisition of the remaining 50% of Houlihan Rovers S.A.

For the years ended December 31, 2006, 2005, and 2004, the Company acquired property and equipment under capital leases in the amount of \$68,000, \$110,000, and \$24,000, respectively.

## **COHEN & STEERS, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **1. Basis of Presentation**

Cohen & Steers, Inc. ("CNS") was organized as a Delaware corporation on March 17, 2004. CNS was formed to be the holding company for Cohen & Steers Capital Management, Inc. ("CSCM"), a New York corporation, and to allow for the issuance of common stock to the public.

On August 16, 2004, the Company terminated its status as an S-corporation under Subchapter S of the Internal Revenue Code and converted to a C-corporation, and on August 18, 2004 the Company completed its initial public offering. The results presented for the year ended December 31, 2004 include operations as both a private and public company and are therefore not comparable with future periods. The Company's 2004 results include certain substantial charges related to the initial public offering.

The consolidated financial statements include the results of operations of CNS and its direct and indirect subsidiaries. CNS's significant wholly-owned subsidiaries are CSCM, Cohen & Steers Securities, LLC ("Securities") and Cohen & Steers Capital Advisors, LLC ("Advisors" and collectively, the "Company"). In addition, CNS has wholly-owned subsidiaries in Brussels, Hong Kong and London. All material intercompany balances and transactions have been eliminated in consolidation.

Through CSCM, a registered investment advisor under the Investment Advisers Act of 1940, the Company provides investment management services to individual and institutional investors through a wide range of closed-end mutual funds, open-end mutual funds and institutional separate accounts. The Company manages high-income equity portfolios, specializing in U.S. REITs, international real estate securities, preferred securities, utilities and large cap value stocks. Its clients include Company-sponsored open-end and closed-end mutual funds and domestic corporate and public pension plans, foreign pension plans, endowment funds and individuals. Through its registered broker/dealers, Securities and Advisors, the Company provides distribution services for certain of its funds and investment banking services to companies in real estate and real estate intensive businesses, including healthcare.

#### **2. Summary of Significant Accounting Policies**

**Accounting Estimates**—The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Management believes the estimates used in preparing the consolidated financial statements are reasonable and prudent. Actual results could differ from those estimates.

**Reclassifications**—Certain prior year amounts have been reclassified to conform to the current year presentation.

**Consolidation**—The Company consolidates all investments in affiliates in which the Company's ownership exceeds 50 percent. The equity method of accounting is used for investments in affiliates in which the Company's ownership ranges from 20 to 50 percent.

**Cash and Cash Equivalents**—Cash equivalents consist of short-term, highly liquid investments, which are readily convertible into cash and have original maturities of three months or less.

**Investments**—The management of the Company determines the appropriate classification of its investments at the time of purchase and reevaluates such determination at each statement of financial condition date. Marketable securities classified as available-for-sale are primarily comprised of Company-sponsored open-end and closed-end mutual funds as well as highly rated debt and preferred instruments. These investments are carried at fair value based on quoted market prices, with unrealized gains and losses, net of tax, reported in accumulated other comprehensive income. The Company periodically reviews each individual security position that has an unrealized loss, or impairment, to determine if that impairment is other than temporary. If the Company believes an impairment on a security position is other than temporary, the loss will be recognized in the consolidated statements of income. Impairments that arise from changes in interest rates and not credit quality are generally considered temporary.

**Long-Lived Assets**—Property and equipment are recorded at historical cost, net of accumulated depreciation and amortization. Depreciation is recognized using the straight-line method over the estimated useful lives of

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

the assets. Leasehold improvements are amortized over the shorter of their estimated useful lives or the remaining term of the lease. Deferred commissions consist of commissions paid in advance to broker/dealers in connection with the sale of certain shares of Company-sponsored open-end load mutual funds and are capitalized and amortized over a period not to exceed six years. All long-lived assets are reviewed for impairment periodically and whenever events or changes in circumstances indicate the carrying amounts of the assets may be impaired. If the expected future undiscounted cash flows are less than the carrying amount of the asset, an impairment loss would be recognized to the extent the carrying value of such asset exceeded its fair value.

**Goodwill and Intangible Assets**—Goodwill represents the excess of the cost of the Company's investment in the net assets of an acquired company over the fair value of the underlying identifiable net assets at the date of acquisition. Goodwill and indefinite lived intangible assets are not amortized but are tested at least annually for impairment by comparing the fair value to their carrying amounts. Finite lived intangible assets are amortized over their useful lives. See Note 3 for further discussion about the Company's goodwill and intangible assets.

**Investment Advisory and Administration Fees**—The Company earns revenue by providing asset management services to Company-sponsored open-end and closed-end mutual funds and to institutional separate accounts. This revenue is earned pursuant to the terms of the underlying advisory contract, and is based on a contractual investment advisory fee applied to the assets in the client's portfolio. The Company also earns revenue from administration fees paid by certain Company-sponsored open-end and closed-end mutual funds, based on the average daily net assets of such funds. This revenue is recognized as such fees are earned.

**Distribution and Service Fees**—Distribution and service fee revenue is earned as the services are performed, generally based on contractually-predetermined percentages of the average daily net assets of the open-end load mutual funds. Distribution and service fee revenue is recorded gross of any third-party distribution and service arrangements. The expenses associated with these third-party distribution and service arrangements are recorded as incurred. During the second quarter of 2006, the Company made payments of \$75.7 million to terminate compensation agreements entered into in connection with the common share offerings of certain of its closed-end mutual funds. These payments were reflected as expenses in distribution and service fees on the accompanying statements of income for the year ended December 31, 2006.

**Investment Banking Fees**—Revenue is generally recognized when the transaction is completed, pursuant to the terms of the individual agreements.

**Foreign Currency Translation**—Assets and liabilities of foreign subsidiaries are translated into U.S. dollars using exchange rates as of the end of the accounting period. Related revenue and expenses are translated at average exchange rates in effect during the accounting period. Net translation exchange gains and losses are excluded from income and recorded in accumulated other comprehensive income. Foreign currency transaction gains and losses are reflected in non-operating income.

**Comprehensive Income**—The Company reports all changes in comprehensive income in the consolidated statements of stockholders' equity and comprehensive income. Comprehensive income includes net income, unrealized gains and losses on securities classified as available-for-sale (net of tax) and foreign currency translation adjustments (net of tax).

**Income Taxes**—The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting For Income Taxes." The Company recognizes the current and deferred tax consequences of all transactions that have been recognized in the financial statements using the provisions of the enacted tax laws. Deferred tax assets are recognized for temporary differences that will result in deductible amounts in future years. Deferred tax liabilities are recognized for temporary differences that will result in taxable income in future years.

**Stock-based Compensation**—The Company accounts for stock-based compensation awards in accordance with SFAS No. 123(R), "Share-Based Payment" ("SFAS 123(R)"), which requires public companies to recognize expense in the income statement for the grant-date fair value of awards of equity instruments granted to employees. Expense is recognized over the period during which employees are required to provide



## **COHEN & STEERS, INC. AND SUBSIDIARIES**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

service. SFAS 123(R) also requires the Company to estimate forfeitures at the date of grant instead of recognizing them as incurred.

**New Accounting Pronouncements**— In June 2006, Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, ("FIN 48") was issued prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company does not anticipate that the adoption of FIN 48 will have a material impact on its consolidated position or results of operations.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* ("SAB 108"). SAB 108 provides guidance on the consideration of effects of the prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 is effective for the first annual period ending after November 15, 2006. The adoption of SAB No. 108 did not have a material impact on the Company's consolidated position or results of operations.

In September 2006, Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS 157") was issued, which defines fair value, establishes a framework for measuring fair value, and enhances disclosures about instruments carried at fair value, but does not change existing guidance as to whether or not an instrument is carried at fair value. SFAS 157 is effective for the 2008 calendar year, with earlier application permitted. Management is evaluating this standard and its impact, if any, on its consolidated position or results of operations.

In February 2007, Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159") was issued, which allows companies to elect to measure certain financial assets and liabilities at fair value. The fair value election can be made on an instrument by instrument basis but is irrevocable once made. SFAS 159 is effective for the 2008 calendar year, with earlier application permitted. Management is evaluating this standard and its impact, if any, on its consolidated position or results of operations.

### **3. Goodwill and Other Intangible Assets**

As of December 31, 2005, the Company had a non-controlling 50% interest of approximately \$4.4 million, which included approximately \$2.7 million of goodwill, in Houlihan Rovers, S.A. ("Houlihan Rovers"), a Belgium-based global real estate securities asset manager. The Company accounted for its investment in Houlihan Rovers using the equity method of accounting. Under such accounting method, the investor recognizes its respective share of the investee's net income for the period. For the years ended December 31, 2006, 2005 and 2004, the Company recognized approximately \$1,541,000, \$922,000 and \$19,000, respectively, of income under this method.

On December 18, 2006, the Company acquired the remaining 50% of Houlihan Rovers for approximately \$17,810,000, net of cash acquired. As a result of the transaction, the Company recorded intangible assets of \$5,800,000 (\$3,500,000 finite lived and \$2,300,000 indefinite lived) and goodwill of approximately \$20,609,000. The allocation of purchase price is subject to refinement.

The Company also has an intangible asset, which expires in January 2008, that reflects the independently determined value of the non-competition agreements that the Company received from certain employees who received fully vested RSUs at the time of the Company's initial public offering. The intangible asset, with an original value of \$15,400,000, is being amortized on a straight-line basis over the life of these agreements.

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

The following is a summary of the non goodwill intangible assets at December 31, 2006 and 2005 (in thousands):

(in thousands)	Remaining Weighted Average Amortization Period (In Years)	Gross Carrying Amount	Accumulated Amortization	Intangible Assets, Net
<b>2006</b>				
Finite lived intangible assets:				
Client relationships and non-compete agreements	6	\$18,900	\$(10,603)	\$ 8,297
Indefinite lived intangible assets:				
Mutual fund management contracts	—	2,300	—	2,300
<b>Total</b>		<u><b>\$21,200</b></u>	<u><b>\$(10,603)</b></u>	<u><b>\$10,597</b></u>
<b>2005</b>				
Amortized intangible assets:				
Non-compete agreements	2	<u>\$15,400</u>	<u>\$ (6,148)</u>	<u>\$ 9,252</u>

Amortization expense related to the intangible assets was approximately \$4,455,000, \$4,441,000 and \$1,707,000 for the years ended December 31, 2006, 2005 and 2004, respectively. Estimated amortization expense for the next five years is as follows (in thousands):

Years Ended December 31,	Estimated Amortization Expense
2007	4,732
2008	661
2009	291
2010	291
2011	291
Thereafter	2,031
<b>Total</b>	<u><b>8,297</b></u>

**4. Investments**

The following is a summary of the cost and fair value of investments in marketable securities at December 31, 2006 and 2005 (in thousands):

	December 31, 2006 Gross Unrealized				December 31, 2005 Gross Unrealized			
	Cost	Gains	Losses	Market Value	Cost	Gains	Losses	Market Value
<b>Debt securities (1):</b>								
Maturity Less than 1 year	\$ —	\$ —	\$—	\$ —	\$36,938	\$ —	\$(243)	\$36,695
Maturity Between 1 yr–5 yrs	—	—	—	—	14,940	—	(119)	14,821
Preferred securities	10,845	111	—	10,956	18,710	223	—	18,933
Equities	3,050	1,177	—	4,227	3,852	123	—	3,975
Company sponsored mutual funds	19,178	5,047	—	24,225	11,180	1,672	—	12,852
<b>Total marketable securities</b>	<u><b>\$33,073</b></u>	<u><b>\$6,335</b></u>	<u><b>\$—</b></u>	<u><b>\$39,408</b></u>	<u><b>\$85,620</b></u>	<u><b>\$2,018</b></u>	<u><b>\$(362)</b></u>	<u><b>\$87,276</b></u>

(1) Debt securities consist of U.S. Treasury and U.S. Government agency securities.

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

For the year ended December 31, 2006, sales proceeds and gross realized gains from Company-sponsored mutual funds were approximately \$6,981,000 and \$1,734,000, respectively. For the year ended December 31, 2005, sales proceeds and gross realized gains from Company-sponsored mutual funds were approximately \$6,756,000 and \$2,457,000, respectively. There was no sales activity for the year ended December 31, 2004. Dividend income from Company-sponsored mutual funds was approximately \$407,000, \$485,000 and \$431,000, for the years ended December 31, 2006, 2005 and 2004, respectively.

Unrealized losses on investments in marketable securities as of December 31, 2005 were generally due to interest rate increases. The Company has the ability and intent to hold these investments until a recovery of fair value, which may mean until maturity, and to collect all contractual cash flows. Accordingly, impairment of these investments is considered temporary.

**5. Property and Equipment**

The following is a summary of property and equipment at December 31, 2006 and 2005:

(in thousands)	2006	2005
Equipment	\$ 3,676	\$ 3,718
Furniture and fixtures	2,128	1,522
Software	942	734
Leasehold improvements	6,854	5,443
<b>Subtotal</b>	<b>13,600</b>	<b>11,417</b>
Less: Accumulated depreciation and amortization	(3,061)	(2,481)
<b>Property and equipment, net</b>	<b>\$10,539</b>	<b>\$ 8,936</b>

Depreciation and amortization expense related to property and equipment was \$1,948,000, \$1,842,000 and \$1,136,000 for the years ended December 2006, 2005 and 2004, respectively.

**6. Earnings Per Share**

Basic earnings per share are calculated by dividing net income by the weighted average shares outstanding. Diluted earnings per share are calculated by dividing net income by the total weighted average shares of common stock outstanding and common stock equivalents. Common stock equivalents are comprised of dilutive potential shares from restricted stock unit awards. Common stock equivalents are excluded from the computation if their effect is anti-dilutive. Diluted earnings per share are computed using the treasury stock method. There were no anti-dilutive common stock equivalents excluded from the computation for the years ended December 31, 2006, 2005 and 2004.

The following is a reconciliation of the income and share data used in the basic and diluted earnings per share computations for the years ended December 31, 2006, 2005 and 2004 (in thousands, except per share data):

	Years Ended December 31,		
	2006	2005	2004
<b>Net income</b>	<b>\$ 3,204</b>	<b>\$31,921</b>	<b>\$ 7,288</b>
Basic weighted average shares outstanding	40,033	39,991	31,816
Dilutive potential shares from restricted stock awards	678	333	126
<b>Dilutive weighted average shares outstanding</b>	<b>40,711</b>	<b>40,324</b>	<b>31,942</b>
<b>Basic earnings per share</b>	<b>\$ 0.08</b>	<b>\$ 0.80</b>	<b>\$ 0.23</b>
<b>Diluted earnings per share</b>	<b>\$ 0.08</b>	<b>\$ 0.79</b>	<b>\$ 0.23</b>

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**7. Stock-Based Compensation**

**2004 STOCK INCENTIVE PLAN**

The Cohen & Steers 2004 Stock Incentive Plan (the "SIP") provides for the issuance of RSUs, stock options and other stock-based awards for a period of up to ten years to eligible employees and directors. A total of 9.5 million shares of common stock may be granted under the SIP. At December 31, 2006, RSUs with respect to approximately 6.5 million shares of common stock are outstanding.

**RESTRICTED STOCK UNITS**

***Vested Restricted Stock Unit Grants***

At the time of the initial public offering, the Company granted awards of vested RSUs to certain employees pursuant to the SIP. Certain of these awards replaced all outstanding Stock Appreciation Rights awards previously made under the Company's Stock Appreciation Rights Plan, which was subsequently terminated. On the last day business day of January 2006, 20% of such shares were delivered. The remaining shares underlying the RSUs granted at the time of the offering will be delivered as follows; 40% and 40% on the last business day of January 2007, and January 2008, respectively. Dividends declared during the delayed delivery period are paid to the employees. At December 31, 2006, vested RSUs with respect to approximately 3.6 million shares of common stock are outstanding. In connection with the grant of these vested RSUs, the Company recorded non-cash stock-based compensation (benefit) expense, net of forfeitures, of approximately (\$717,000) and \$42,225,000 for the years ended December 31, 2005 and 2004, respectively.

The Company has granted awards of vested RSUs to the independent directors of the Company pursuant to the SIP. The directors are entitled to receive delivery of the underlying common stock on the third anniversary of the date of the grant. Dividends declared during the delayed delivery period are paid to the directors in cash. At December 31, 2006, vested RSUs with respect to approximately 16,000 shares of common stock are outstanding pursuant to these grants. In connection with the grant of these vested RSUs, the Company recorded non-cash stock-based compensation expense of approximately \$168,000, \$133,000 and \$50,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

***Unvested Restricted Stock Unit Grants***

The Company grants awards of unvested RSUs to certain employees pursuant to the SIP. The fair value at the date of grant is expensed on a straight-line basis over the applicable service periods. Dividends are not paid to the holders of unvested RSUs. At December 31, 2006, RSUs with respect to approximately 1.4 million shares of common stock are outstanding pursuant to these grants. Amortization expense related to the unearned stock-based compensation, net of forfeitures, was approximately \$5,738,000, \$3,620,000 and \$902,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

***Incentive Bonus Plans for Employees of the Company***

The Company has implemented two programs for employees under which (i) based upon compensation levels, it automatically pays a portion of their year-end bonuses in the form of unvested RSUs ("Mandatory Plan") and (ii) allows the employees to elect to defer, on a pre-tax basis, an additional portion of their year-end bonus in the form of vested RSUs ("Voluntary Plan"). These RSUs are issued pursuant to the SIP. The Voluntary Plan allows for the deferral of an additional amount of the year-end bonus. Under both plans, the Company matches a predetermined amount of the employee contribution in the form of unvested RSUs. Dividend equivalents are accrued on the deferred compensation awards and the matches in the form of additional unvested RSUs. The RSUs under the Mandatory Plan, including the Company match, will vest and be delivered pro-rata over four years. The dividend equivalent issued under the Mandatory Plan vest and will be delivered four years after the date of grant. The RSUs under the Voluntary Plan vest immediately at the date of grant. The RSUs under the Voluntary Plan, including the Company match and dividend equivalents, vest and will be delivered three years after the date of grant. The fair value at the date of grant of the RSUs under the Mandatory Plan and the matching under both programs is expensed on a straight-line basis.

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

As of December 31, 2006, approximately 232,000 and approximately 266,000 RSUs under the Mandatory Plan and Voluntary Plan, respectively, including matching, were outstanding. In connection with the grant of the vested RSUs issued under the Voluntary Plan, the Company recorded a non-cash stock-based compensation charge, including amortization on the matching component, of approximately \$2,620,000, \$1,988,000 and \$2,105,000 for the years ended December 31, 2006, 2005 and 2004, respectively. Amortization expense, net of forfeitures, related to the unearned stock-based compensation of the Mandatory Plan and matching was approximately \$1,168,000, \$650,000 and \$19,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

**EMPLOYEE STOCK PURCHASE PLAN**

Pursuant to the 2004 Employee Stock Purchase Plan ("ESPP"), the Company allows eligible employees, as defined in the ESPP, to purchase common stock at a 15% discount from market value with a maximum of \$25,000 in annual aggregate purchases by any one individual. The number of shares of common stock authorized for purchase by eligible employees was 500,000. For the years ended December 31, 2006 and 2005, approximately 44,000 and approximately 34,000 shares, respectively, had been purchased by eligible employees through the ESPP. For the years ended December 31, 2006, 2005 and 2004, the Company recorded a non-cash stock-based compensation expense of approximately \$150,000, \$179,000 and \$126,000, respectively, which represents the discount on the shares issued pursuant to this plan. The ESPP will terminate upon the earliest to occur of the following: (1) termination of the ESPP by the board of directors, (2) issuance of all of the shares reserved for issuance under the ESPP, or (3) the tenth anniversary of the effective date of the ESPP.

**8. 401(k) and Profit-Sharing Plan**

The Company sponsors a profit-sharing plan (the "Plan") covering all employees who meet certain age and service requirements. Subject to limitations, the Plan permits participants to defer up to 70% of their compensation pursuant to Section 401(k) of the Internal Revenue Code. Employee contributions are matched by the Company at \$0.50 per \$1.00 deferred. The Plan also allows the Company to make discretionary contributions, which are integrated with the taxable wage base under the Social Security Act. No discretionary contributions were made for the years ended December 31, 2006, 2005 and 2004.

Forfeitures occur when participants terminate employment before becoming entitled to their full benefits under the Plan. Forfeited amounts are used to reduce the Company's contributions to the Plan. Forfeitures for the years ended December 31, 2006 and 2005 amounted to approximately \$33,000 and \$68,000, respectively.

There were no forfeitures in 2004. Matching contributions, net of forfeitures, to the Plan amounted to approximately \$1,001,000, \$240,000, and \$319,000 for the years ended December 31, 2006, 2005, and 2004, respectively.

**9. Comprehensive Income**

Total comprehensive income includes net income and other comprehensive income, net of tax. The components of comprehensive income for the years ended December 31, 2006, 2005 and 2004 are as follows (in thousands):

	Years Ended December 31,		
	2006	2005	2004
Net income	\$3,204	\$31,921	\$7,288
Foreign currency translation adjustment	603	(440)	—
Net unrealized gain (loss) on available-for-sale securities, net of tax	1,665	(2,491)	170
Reclassification of realized gain on available-for-sale securities, net of tax	1,754	1,495	—
<b>Total comprehensive income</b>	<b>\$7,226</b>	<b>\$30,485</b>	<b>\$7,458</b>

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**10. Related Party Transactions**

The Company is an investment advisor to, and has administrative agreements with, affiliated open-end and closed-end mutual funds for which certain employees are officers and/or directors. The following table sets forth the amount of revenue the Company earned from these affiliated funds for the years ended December 31, 2006, 2005 and 2004 (in thousands):

	Years Ended December 31,		
	2006	2005	2004
Investment advisory and administration fees	\$126,104	\$103,092	\$81,005
Distribution and service fees	15,748	11,955	10,150
	<u>\$141,852</u>	<u>\$115,047</u>	<u>\$91,155</u>

For the years ended December 31, 2006, 2005, and 2004, the Company had investment advisory agreements with certain affiliated closed-end mutual funds, pursuant to which the Company contractually waived approximately \$20,307,000, \$18,864,000, and \$13,822,000, respectively, of advisory fees it was otherwise entitled to receive. These investment advisory agreements contractually require the Company to waive a portion of the advisory fees the Company otherwise would charge for up to ten years from the respective funds' inception date. The board of directors of these mutual funds must approve the renewal of the advisory agreements each year, including any reduction in advisory fee waivers scheduled to take effect during that year. As of January 1, 2006, the first scheduled reduction in advisory fee waivers commenced for one fund.

The Company has agreements with certain affiliated open and closed-end mutual funds to reimburse certain fund expenses. For the years ended December 31, 2006, 2005, and 2004, expenses of approximately \$2,283,000, \$1,991,000 and \$1,308,000, respectively, were incurred by the Company pursuant to these agreements and are included in general and administrative expenses.

The Company receives, in certain instances, reimbursements associated with the launch of its open and closed-end mutual funds. These reimbursements, which are included in general and administrative expenses, totaled approximately \$901,000, \$1,027,000 and \$3,403,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

General and administrative expenses include \$5,295,000 and \$675,000 of sub-advisory fees paid to Houlihan Rovers for the years ended December 31, 2006 and 2005, respectively.

Included in accounts receivable at December 31, 2006 and 2005 are receivables due from Company-sponsored mutual funds of approximately \$14,469,000 and \$10,344,000, respectively. Included in other assets at December 31, 2006 and 2005 are amounts due from Company-sponsored mutual funds of approximately \$104,000 and \$77,000, respectively.

See Note 4 relating to investments in Company-sponsored mutual funds.

**11. Net Capital Requirements**

Securities and Advisors, as registered broker/dealers and member firms of the National Association of Securities Dealers, Inc., are subject to the SEC's Uniform Net Capital Rule 15c3-1 (the "Rule"), which requires that broker/dealers maintain a minimum level of net capital, as defined. As of December 31, 2006, Securities and Advisors had net capital of approximately \$1,470,000 and \$10,539,000, respectively, which exceeded their requirements by approximately \$1,164,000 and \$9,722,000, respectively. The Rule also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital of a broker/dealer is less than the amount required under the Rule.

Securities and Advisors do not carry customer accounts and are exempt from the SEC's Rule 15c3-3 pursuant to provisions (k)(1) and (k)(2)(i) of such rule, respectively.

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**12. Commitments and Contingencies**

The Company leases office space under noncancelable operating leases expiring at various dates through January 30, 2014. The Company subleases some of its office space to outside parties under noncancelable operating leases expiring December 31, 2007. The aggregate minimum future payments under the leases and subleases are as follows:

Years Ended December 31,	Gross Rent Expense	Sublease Income	Net Rent Expense
2007	\$ 4,384	\$(876)	\$ 3,508
2008	3,275	—	3,275
2009	3,167	—	3,167
2010	3,263	—	3,263
2011	3,257	—	3,257
Thereafter	8,182	—	8,182
	<u>\$25,528</u>	<u>\$(876)</u>	<u>\$24,652</u>

Rent expense charged to operations, including escalation charges for real estate taxes and other expenses, amounted to approximately \$3,117,000, \$3,072,000 and \$1,050,00 for the years ended December 31, 2006, 2005 and 2004, respectively. Sublease rental income received for the years ended December 31, 2006 and 2005 was approximately \$963,000 and \$37,000, respectively.

The Company is presently not involved in any legal proceedings.

**13. Income Taxes**

On August 16, 2004, the Company terminated its status as an S-corporation and converted to a C-corporation. For all periods prior to this date, the Company operated as an S-corporation and was not subject to U.S. federal and certain state income taxes. The Company's historical income tax expense consisted of New York State and New York City income taxes. As a C-corporation, the Company is liable for federal and certain state and local income taxes to which it had not been previously subject. At the time of the conversion, the Company recognized the tax effect of the change in its income tax rates on its deferred tax assets and liabilities.

Included in the provision for the year ended December 31, 2005 is an adjustment to the net deferred tax asset resulting from a change in New York State tax law.

The \$75.7 million of lump sum payments, made in the second quarter of 2006, to terminate certain compensation agreements entered into in connection with the common share offerings of certain of the Company's closed-end mutual funds generated a tax loss for 2006 which was applied to periods in which the Company had lower tax rates. The 2006 and 2005 tax rates include an adjustment to the net deferred tax asset resulting from lower state and local taxes.

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

The income (loss) before income tax and the related income tax provisions and benefits for the years ended December 31, 2006, 2005 and 2004 are as follows (in thousands):

	Years Ended December 31,		
	2006	2005	2004
Income (loss) before provision for income taxes and equity in earnings of affiliate	\$2,500	\$53,879	\$ (1,282)
Equity in earnings of affiliate	1,541	922	19
<b>Income (loss) before provision for income taxes</b>	<b>\$4,041</b>	<b>\$54,801</b>	<b>\$ (1,263)</b>
Current:			
U.S. federal	\$ (305)	\$20,986	\$ 5,828
State, local and other	(49)	6,129	3,650
	<b>(354)</b>	<b>27,115</b>	<b>9,478</b>
Deferred taxes:			
U.S. federal	1,181	(4,650)	(12,804)
State and local	10	415	(5,225)
	<b>1,191</b>	<b>(4,235)</b>	<b>(18,029)</b>
<b>Provision for income taxes</b>	<b>\$ 837</b>	<b>\$22,880</b>	<b>\$ (8,551)</b>

Deferred income taxes represent the tax effects of the temporary differences between book and tax bases and are measured using the tax rates expected during the periods in which the differences are expected to reverse. The Company records a valuation allowance, when necessary, to reduce deferred tax assets to an amount that more likely than not will be realized. Significant components of the Company's net deferred income tax asset at December 31, 2006 and 2005 consists of the following (in thousands):

	2006	2005
Net deferred income tax assets (liabilities):		
Unrealized gains on investments, net	\$ (2,122)	\$ (628)
Stock-based compensation	23,936	23,539
Deferred sales commissions	(2,512)	(1,828)
Acquisition of Houlihan Rovers	(2,320)	—
Other	887	521
<b>Net deferred income tax asset</b>	<b>\$17,869</b>	<b>\$21,604</b>

A reconciliation of the Company's statutory federal income tax rate and the effective tax rate for the years ended December 31, 2006, 2005 and 2004 are as follows:

	2006	2005	2004
U.S. statutory tax rate	35.0%	35.0%	35.0%
State and local income taxes, net of federal income taxes	5.5%	6.1%	7.0%
Revaluation of deferred tax assets and liabilities due to reduction to overall state tax rates	2.7%	—	—
Revaluation of deferred tax assets and liabilities due to New York State law change	—	1.3%	—
Foreign operations tax differential	(22.1)%	—	—
Other	(0.4)%	(0.6)%	—
Rate before reorganization	20.7%	41.8%	42.0%
Revaluation of deferred tax assets and liabilities upon conversion to C-corporation	—	—	17.0%
Income tax benefit rate attributable to S-corporation	—	—	618.0%
<b>Effective income tax rate</b>	<b>20.7%</b>	<b>41.8%</b>	<b>677.0%</b>



**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**14. Concentration of Credit Risk**

The Company's cash and cash equivalents are principally on deposit with three major financial institutions. The Company is subject to credit risk should these financial institutions be unable to fulfill their obligations.

The following affiliated funds provided over 10 percent of the total revenue of the Company (in thousands):

	Years Ended December 31,		
	2006	2005	2004
<b>Cohen &amp; Steers Realty Shares, Inc.:</b>			
Investment advisory and administrative fees	\$24,719	\$19,108	\$15,553
Percent of total revenue	13%	13%	14%
<b>Cohen &amp; Steers REIT and Preferred Income Fund, Inc.:</b>			
Investment advisory and administrative fees	—	\$14,813	\$13,867
Percent of total revenue	—	10%	12%
<b>Cohen &amp; Steers Realty Income Fund, Inc.:</b>			
Investment advisory and administrative fees	—	—	\$11,423
Percent of total revenue	—	—	10%

**15. Segment Reporting**

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," establishes disclosure requirements relating to operating segments in financial statements. The Company operates in two business segments: Asset Management and Investment Banking. The Company's reporting segments are strategic divisions that offer different services and are managed separately, as each division requires different resources and marketing strategies.

The Company does not record revenue between segments (referred to as inter-segment revenue).

The Company evaluates performance of its segments based on profit or loss from operations before taxes. Information on the consolidated statement of financial condition data by segment is not disclosed because it is not used in evaluating segment performance and deciding how to allocate resources to segments.

Summarized financial information for the Company's reportable segments is presented in the following tables (in thousands):

	Years Ended December 31,		
	2006	2005	2004
<b>Asset Management</b>			
Total revenue, including equity in earnings of affiliate	\$ 174,255	\$135,317	\$ 106,024
Total expenses	(184,487)	(89,335)	(106,145)
Net non-operating income	6,858	6,017	1,059
<b>Income (loss) before provision for income taxes</b>	<b>\$ (3,374)</b>	<b>\$ 51,999</b>	<b>\$ 938</b>
<b>Investment Banking</b>			
Total revenue	\$ 18,758	\$ 11,823	\$ 8,108
Total expenses	(11,975)	(9,261)	(10,359)
Net non-operating income	632	240	50
<b>Income (loss) before provision for income taxes</b>	<b>\$ 7,415</b>	<b>\$ 2,802</b>	<b>\$ (2,201)</b>
<b>Total</b>			
Total revenue, including equity in earnings of affiliate	\$ 193,013	\$147,140	\$ 114,132
Total expenses	(196,462)	(98,596)	(116,504)
Net non-operating income	7,490	6,257	1,109
<b>Income (loss) before provision for income taxes</b>	<b>\$ 4,041</b>	<b>\$ 54,801</b>	<b>\$ (1,263)</b>

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

The following table is a reconciliation of reportable segment income (loss) before provision for income taxes and income (loss) before provision for income taxes and equity in earnings of affiliate in the Company's audited consolidated statements of income:

	Years Ended December 31,		
	2006	2005	2004
Income (loss) before provision for income taxes	\$4,041	\$54,801	\$(1,263)
Equity in earnings of affiliate	1,541	922	19
<b>Income (loss) before provision for income taxes and equity in earnings of affiliate</b>	<b><u>\$2,500</u></b>	<b><u>\$53,879</u></b>	<b><u>\$(1,282)</u></b>

**16. Selected Quarterly Financial Data (unaudited)**

The table below presents selected quarterly financial data for 2006 and 2005. The data presented should be read in conjunction with the consolidated financial statements of Cohen & Steers, Inc. and "Management's Discussion and Analysis of Financial Results of Operations" included herein.

(\$ in thousands, except per share data)	1st	2nd	Quarter 3rd	4th	Total
<b>2006</b>					
Revenue	\$37,846	\$ 42,121	\$53,950	\$57,555	\$191,472
Operating income (loss)	11,578	(60,306)	21,347	22,391	(4,990)
Net income (loss)	8,717	(37,819)	15,724	16,582	3,204
<b>Earnings per share:</b>					
<b>Basic</b>	<b>\$ 0.22</b>	<b>\$ (0.95)</b>	<b>\$ 0.39</b>	<b>\$ 0.41</b>	<b>\$ 0.08</b>
<b>Diluted</b>	<b>\$ 0.22</b>	<b>\$ (0.95)</b>	<b>\$ 0.39</b>	<b>\$ 0.40</b>	<b>\$ 0.08</b>
<b>Weighted-average shares outstanding:</b>					
<b>Basic</b>	<b>39,803</b>	<b>39,805</b>	<b>39,927</b>	<b>40,536</b>	<b>40,033</b>
<b>Diluted</b>	<b>40,327</b>	<b>39,805</b>	<b>40,647</b>	<b>41,367</b>	<b>40,711</b>
<b>2005</b>					
Revenue	\$34,107	\$ 38,268	\$36,431	\$37,412	\$146,218
Operating income	11,021	13,754	11,038	11,809	47,622
Net income	7,065	8,509	8,003	8,344	31,921
<b>Earnings per share:</b>					
<b>Basic</b>	<b>\$ 0.18</b>	<b>\$ 0.21</b>	<b>\$ 0.20</b>	<b>\$ 0.21</b>	<b>\$ 0.80</b>
<b>Diluted</b>	<b>\$ 0.18</b>	<b>\$ 0.21</b>	<b>\$ 0.20</b>	<b>\$ 0.21</b>	<b>\$ 0.79</b>
<b>Weighted-average shares outstanding:</b>					
<b>Basic</b>	<b>40,022</b>	<b>39,986</b>	<b>39,980</b>	<b>39,982</b>	<b>39,991</b>
<b>Diluted</b>	<b>40,235</b>	<b>40,293</b>	<b>40,371</b>	<b>40,393</b>	<b>40,324</b>

**17. Subsequent Event**

On March 13, 2007, CNS declared a quarterly cash dividend on its common stock in the amount of \$0.20 per share. The dividend will be payable on April 24, 2007 to stockholders of record at the close of business on April 24, 2007.

**COHEN & STEERS, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**EXHIBIT INDEX**

Exhibit Number	Description
3.1	—Form of Amended and Restated Certificate of Incorporation of the Registrant(1)
3.2	—Form of Amended and Restated Bylaws of the Registrant(1)
4.1	—Specimen Common Stock Certificate(1)
4.2	—Form of Registration Rights Agreement among the Registrant, Martin Cohen, Robert H. Steers, The Martin Cohen 1998 Family Trust and Robert H. Steers Family Trust(1)
10.1	—Form of Tax Indemnification Agreement among Cohen & Steers Capital Management, Inc., Martin Cohen, Robert H. Steers, The Martin Cohen 1998 Family Trust and Robert H. Steers Family Trust(1)
10.2	—Form of Employment Agreement between Cohen & Steers Capital Management, Inc. and Martin Cohen*(1)
10.3	—Form of Employment Agreement between Cohen & Steers Capital Management, Inc. and Robert H. Steers*(1)
10.4	—Cohen & Steers, Inc. 2004 Stock Incentive Plan*(1)
10.5	—Cohen & Steers, Inc. 2004 Annual Incentive Plan*(1)
10.6	—Cohen & Steers, Inc. 2004 Employee Stock Purchase Plan*(1)
10.7	—Form of Restricted Stock Unit Agreement for the issuance of awards pursuant to the Cohen & Steers, Inc. 2004 Stock Incentive Plan*(2)
10.8	—Form of Voluntary Deferral Program Restricted Stock Unit Agreement for the issuance of awards pursuant to the Cohen & Steers, Inc. 2004 Stock Incentive Plan*(2)
10.9	—Form of Mandatory Deferral Program Restricted Stock Unit Agreement for the issuance of awards pursuant to the Cohen & Steers, Inc. 2004 Stock Incentive Plan*(2)
10.10	—Additional Compensation Termination Agreement, dated as of April 10, 2006, between Merrill Lynch, Pierce, Fenner & Smith Incorporated and Cohen & Steers Capital Management, Inc.(3)
21.1	—Subsidiaries of the Registrant (filed herewith)
23.1	—Consent of Deloitte & Touche LLP (filed herewith)
24.1	—Powers of Attorney (included on signature page hereto).
31.1	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.3	—Certification of the co-Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	—Certification of the co-Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.3	—Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

(1) Incorporated by Reference to the Registrant's Registration Statement on Form S-1 (Registration No. 333-114027), as amended, originally filed with the Securities and Exchange Commission on March 30, 2004.

(2) Incorporated by Reference to the Registrant's Quarterly Report on Form 10-Q (Commission File No. 001-32236), for the quarter ended September 30, 2004.

(3) Incorporated by Reference to the Registrant's Quarterly Report on Form 10-Q (Commission File No. 001-32236), for the quarter ended March 31, 2006.

\* Denotes compensatory plan

## LIST OF SUBSIDIARIES

<u>Name of Subsidiary</u>	<u>State/Territory of Organization</u>
Cohen & Steers Capital Management, Inc.	New York
Cohen & Steers Capital Advisors, LLC	Delaware
Cohen & Steers Securities, LLC	Delaware
Cohen & Steers Asia Limited	Hong Kong
Cohen & Steers UK Limited	United Kingdom
Cohen & Steers Houlihan Rovers	Belgium

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements listed below of our report dated March 13, 2007 relating to the consolidated financial statements and management's assessment on the effectiveness of internal control over financial reporting, appearing in this Annual Report on Form 10-K of Cohen & Steers, Inc. and subsidiaries for the year ended December 31, 2006.

<u>Form</u>	<u>Registration Statement No.</u>	<u>Description</u>
S-8	333-118972	Cohen & Steers, Inc. 2004 Stock Incentive Plan Cohen & Steers, Inc. Employee Stock Purchase Plan
S-3	333-128633	Cohen & Steers Registration Statement

/s/ DELOITTE & TOUCHE LLP

New York, NY  
March 13, 2007

## CO-CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Martin Cohen, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended December 31, 2006 of Cohen & Steers, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 15, 2007

/s/ Martin Cohen  
\_\_\_\_\_  
Martin Cohen  
Co-Chief Executive Officer  
(Co-Principal Executive Officer)

**CO-CHIEF EXECUTIVE OFFICER CERTIFICATION**

I, Robert H. Steers, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended December 31, 2006 of Cohen & Steers, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 15, 2007

/s/ Robert H. Steers  
Robert H. Steers  
Co-Chief Executive Officer  
(Co-Principal Executive Officer)

## CHIEF FINANCIAL OFFICER CERTIFICATION

I, Matthew S. Stadler, certify that:

1. I have reviewed this Annual Report on Form 10-K for the period ended December 31, 2006 of Cohen & Steers, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 15, 2007

/s/ Matthew S. Stadler  
Matthew S. Stadler  
Chief Financial Officer  
(Principal Financial Officer)



**CERTIFICATION OF THE CO-CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Cohen & Steers, Inc. (the "Company") on Form 10-K for the period ended December 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Cohen, Co-Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 15, 2007

/s/ MARTIN COHEN  
Martin Cohen  
Co-Chief Executive Officer

**CERTIFICATION OF THE CO-CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Cohen & Steers, Inc. (the "Company") on Form 10-K for the period ended December 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert H. Steers, Co-Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 15, 2007

/s/ ROBERT H. STEERS

Robert H. Steers

Co-Chief Executive Officer

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Cohen & Steers, Inc. (the "Company") on Form 10-K for the period ended December 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew S. Stadler, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 15, 2007

/s/ MATTHEW S. STADLER

Matthew S. Stadler  
Chief Financial Officer

## PERFORMANCE NOTES

As with any investment, the price of a fund's shares will fluctuate with market conditions, and at the time of sale, may be worth more or less than the original investment. *Please consider the investment objectives, risks, charges and expenses of a fund carefully before investing. This and other information about the fund is included in the prospectus. Call 1-800-330-7848 or visit [cohenandsteers.com](http://cohenandsteers.com) for a prospectus. Please read the prospectus carefully before investing. Cohen & Steers Securities, LLC is the distributor of the Cohen & Steers open-end mutual funds.*

There are special risks associated with investing in the funds. The value of common stocks and other equity securities will fluctuate in response to developments concerning the company, political and regulatory circumstances, the stock market, and the economy. In the short term, stock prices can fluctuate dramatically in response to these developments. Different parts of the market and different types of equity securities can react differently to these developments. These developments can affect a single company, all companies within the same industry, economic sector or geographic region, or the stock market as a whole. Dividend-paying stocks may be particularly sensitive to changes in market interest rates, and prices may decline as rates rise. Risks of investing in real estate securities include falling property values due to increasing vacancies or declining rents resulting from economic, legal, or technological developments. Risks of investing in preferred securities include (i) deferral and omission of distributions, (ii) subordination to bonds and other debt securities, (iii) limited liquidity, (iv) limited voting rights, and (v) interest rate risk. Risks of investing in utility securities include (i) government regulation of rates charged to customers, (ii) costs associated with compliance and changes in environmental and other regulations, (iii) increased competition and potential losses resulting from a regulatory environment, and (iv) technological innovations that may render existing plants, equipment or other products obsolete. Special risks of investing in foreign securities include (i) currency fluctuations, (ii) lower liquidity, (iii) political and economic uncertainties, and (iv) differences in accounting standards. Some international securities may represent small- and medium-sized companies, which may be more susceptible to price volatility and less liquidity than larger companies.

The shares of closed-end mutual funds may trade at a premium or discount to their net asset value.

Some funds have had fees waived and/or expenses reimbursed by their advisor during certain periods presented above. Absent such waivers and reimbursements, returns would have been lower for those funds. Returns for various share classes will vary based on differing expense structures.

### Cohen & Steers Realty Focus Fund, Inc.

Lipper Analytical Services Inc., an expert in fund research and evaluation for nearly 30 years, rates funds against their peers according to performance measures and the firm's proprietary Lipper Leaders measures. The highest Lipper Leader for Consistent Return (Effective Return) value within each eligible classification determines the fund classification winner over three, five, or 10 years. Lipper Leader scores for Consistent Return reflect funds' historical risk-adjusted returns, adjusted for volatility, relative to peers. The scores are subject to change every month and are calculated for the following time periods: three-year, five-year, 10-year, and overall. The overall calculation is based on an equal-weighted average of percentile ranks for the Consistent Return metrics over three-, five-, and 10-year periods (if applicable). The highest 20% of funds in each classification are named Lipper Leaders for Consistent Return, the next 20% receive a score of 2, the middle 20% are scored 3, the next 20% are scored 4, and the lowest 20% are scored 5. For the three-year period ended December 31, 2005, the fund was designated as a Lipper Leader (out of 157 funds in the Real Estate category). Investors are cautioned that some peer groups are inherently more volatile than others, and even Lipper Leaders for Consistent Return in the most volatile groups may not be well suited to shorter-term goals or less risk-tolerant investors. For periods ended December 31, 2006 the fund was ranked for the one-year period 186 out of 252 funds; for the three-year period 28 out of 195 funds and five-year period 7 out of 132 funds.

The fund's advisor has agreed to waive fees and/or reimburse expenses for the fund. Without this arrangement, returns would have been lower. Because the fund concentrates its investments in real estate securities, there are special risks associated with investing in the fund. These include falling property values due to increasing vacancies or declining rents resulting from economic, legal, or technological developments. In addition, because of the fund's policy of investing in a limited number of issuers, the fund may be subject to greater risk of loss than a fund that has a more diversified portfolio.

Period	Cohen & Steers Realty Focus Fund (Class I Shares)*	NAREIT Equity REIT Index	S&P 500 Index
1 Year	32.62%	35.06%	15.80%
3 Years	28.84%	25.84%	10.44%
5 Years	27.61%	23.20%	6.20%
Since Inception (5/8/97)	16.62%	15.26%**	7.78%**

Data as of 12/31/06

\*The Lipper award was based on Class I shares, which are subject to a \$100,000 minimum investment. Returns for Class A, B and C shares, which were first offered on September 30, 2004, will be lower due to sales charges and differing expenses.

\*\*Indexes calculated from nearest month end.

Performance data quoted represent past performance, which is no guarantee of future results. The investment return and principal value of an investment will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted. Total returns for the fund, current to the most recent month-end, can be obtained by visiting [cohenandsteers.com](http://cohenandsteers.com). The performance data quoted include change in net asset value and reinvestment of dividends and capital gains.

#### Wall Street Journal

The three Cohen & Steers Funds named as top-performing mutual funds in *The Wall Street Journal* rankings, which rankings were based on Lipper rankings, were Cohen & Steers International Realty Fund – Class A Shares, Cohen & Steers Realty Focus Fund – Class I Shares and Cohen & Steers Realty Shares.

**Cohen & Steers International Realty Fund – Class A Shares:** *The Wall Street Journal*, October 3, 2006, "Category Kings in 19 Realms," p. R11. Top-performing funds in each category, ranked by one-year total returns (changes in net asset values with reinvested distributions) as of September 30, 2006. For the one-year period ended September 30, 2006, the fund was ranked 18th out of 250 funds in the real estate funds category.

**Cohen & Steers Realty Focus Fund – Class I Shares:** *The Wall Street Journal*, October 3, 2006, "Third Quarter Best Performers," p. R13. The Class I Shares are subject to a \$100,000 minimum investment. Best-performing stock funds for the quarter ended September 30, 2006. For the third quarter ended September 30, the fund was ranked 14th in the list of funds measured. For the one-year period ended September 30, the fund was ranked 174th out of 250 funds in the real estate funds category. For the five-year period ended September 30, the fund was ranked 7th out of 130 in the real estate funds category. All performance numbers include both share prices and reinvested dividends.

**Cohen & Steers Realty Shares:** *The Wall Street Journal*, October 3, 2006, "Ten-Year Best Performers," p. R13. Best-performing stock funds for the period ended September 30, 2006. For the one-year period ended September 30, the fund was ranked 60th out of 250 in the real estate funds category. For the five-year period ended September 30, the fund was ranked 25th out of 130 in the real estate funds category. For the 10-year period ended September 30, the fund was ranked 8th out of 37 in the real estate funds category. All performance numbers include both share prices and reinvested dividends.

#### Cohen & Steers Realty Shares, Inc.

Average annual total return performance information (periods ended December 31, 2006) for Cohen & Steers Realty Shares, Inc. is as follows:

One year	Three years	Five years	Ten years
37.13%	29.70%	25.37%	15.50%

Performance data quoted represent past performance, which is no guarantee of future results. The investment return and principal value of an investment will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted. Total returns for the fund, current to the most recent month-end, can be obtained by visiting [cohenandsteers.com](http://cohenandsteers.com). The performance data quoted include change in net asset value and reinvestment of dividends and capital gains.

In selecting mutual funds to be included in the Money 65, the following criteria were generally used: (i) funds with at least \$100 million in assets; (ii) funds run by the same person or team for at least several years; (iii) funds that were deemed not to have above-average fees or excessive trading; (iv) funds that received at least a certain grade from analysts at Morningstar, Inc.; and (v) funds that performed better than 60% of their peers for the past five years. In cases in which several mutual funds scored closely on these criteria, funds with the lowest expenses and most consistent strategy were generally selected.

#### Cohen & Steers Global (ex-Australia) Listed Property Fund; Cohen & Steers Global Listed Property Fund; Cohen & Steers SICAV.

These funds are intended for non-US investors and are not available to US investors.

#### Cohen & Steers International Realty Fund, Inc. and iShares Cohen & Steers Realty Majors Index Fund.

Information contained in the press release relating to the size of these funds as compared to other funds was provided by Strategic Insight, LLC, November 2006.

## CORPORATE INFORMATION

### Corporate Headquarters

Cohen & Steers, Inc.  
280 Park Avenue  
New York, NY 10017  
(212) 832-3232

### Stock Listing

Cohen & Steers, Inc. common stock is traded on the New York Stock Exchange under the symbol CNS. At the close of business on March 9, 2007, there were 135 common shareholders of record. Beneficial owners of our common stock whose shares are held in the "street name" of a bank, broker or other holder of record are not included in the number of common shareholders of record.

### Internet Information

Information on Cohen & Steers financial reports and its products and services is available on the Internet at [cohenandsteers.com](http://cohenandsteers.com).

### Financial Information

Cohen & Steers makes available, free of charge, through its Web site, [cohenandsteers.com](http://cohenandsteers.com), under the heading "Corporate Info/ SEC Filings," its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports as soon as is reasonably practicable after they are electronically filed with, or furnished to the Securities and Exchange Commission. Further, Cohen & Steers will provide, free of charge to each shareholder upon written request, a copy of Cohen & Steers Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports. Requests for copies should be addressed to Salvatore Rappa, senior vice president and associate general counsel, Cohen & Steers, Inc., 280 Park Avenue, New York, NY 10017. Requests may also be directed to (212) 832-3232 or via e-mail to [srappa@cohenandsteers.com](mailto:srappa@cohenandsteers.com). Copies may also be accessed electronically by means of the SEC's home page on the Internet at [www.sec.gov](http://www.sec.gov).

### NYSE Certification

Cohen & Steers submitted its annual chief executive officer certification pursuant to Rule 303A.12 of the New York Stock Exchange on May 12, 2006. Cohen & Steers has also submitted its chief executive officer and chief financial officer certifications pursuant to the Sarbanes-Oxley Act of 2002.

### Corporate Governance at Cohen & Steers

Cohen & Steers Corporate Governance Guidelines and additional information about Cohen & Steers board and its committees and corporate governance at Cohen & Steers are posted on the corporate governance section of the "Corporate Info" page of

Cohen & Steers Web site at [cohenandsteers.com](http://cohenandsteers.com). Shareholders who would like to request printed copies of the Cohen & Steers Code of Business Conduct and Ethics or the charter of the board's audit, nominating and corporate governance, or compensation committees (all of which are posted on the Cohen & Steers Web site) may do so by sending their requests to Salvatore Rappa, senior vice president and associate general counsel, at our corporate headquarters.

### Inquiries

Analysts, institutional investors, individual shareholders, news media representatives and others seeking general information should contact Matthew S. Stadler, chief financial officer, at (212) 832-3232 or via e-mail at [mstadler@cohenandsteers.com](mailto:mstadler@cohenandsteers.com).

### Annual Shareholders Meeting

All shareholders are invited to attend the Cohen & Steers annual shareholders meeting on Friday, May 4, 2007, beginning at 9:00 a.m., eastern time. The meeting will be held at our corporate headquarters located at 280 Park Avenue, New York, NY 10017.

### Dividend Policy

Cohen & Steers currently pays a quarterly cash dividend at a rate of \$0.13 per share. The declaration and payment of dividends to holders of common stock by Cohen & Steers, if any, are subject to the discretion of its board of directors. The board of directors will take into account such matters as general economic and business conditions, our strategic plans, our financial results and condition, contractual, legal and regulatory restrictions on the payment of dividends by Cohen & Steers and its subsidiaries and such other factors as the board of directors may consider to be relevant.

### Registrar and Transfer Agent

Mellon Investor Services LLC is the transfer agent and registrar for the Cohen & Steers common stock and maintains shareholder accounting records. The transfer agent should be contacted on questions of change in address, name or ownership, lost certificates and consolidation of accounts. Please contact:

Mellon Investor Services LLC  
480 Washington Boulevard  
Jersey City, NJ 07310-1900  
Toll Free (United States): (800) 851-9677  
Foreign Shareholders: (201) 680-6578  
Hearing Impaired: (800) 231-5469  
[www.melloninvestor.com/isd](http://www.melloninvestor.com/isd)

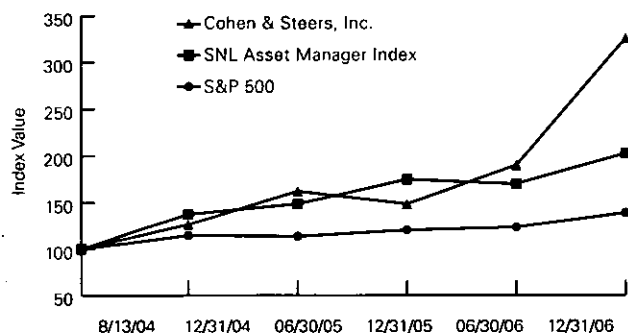
### Independent Registered Public Accounting Firm

Deloitte & Touche LLP  
Two World Financial Center  
New York, New York 10281-1414

### Common Stock Performance Graph

The following graph compares the cumulative total stockholder return on our common stock from August 13, 2004 (the date our common stock first began trading on the NYSE) through December 31, 2006, with the cumulative total return of the Standard & Poor's 500 Stock Index ("S&P 500") and the SNL Asset Manager Index\*. The graph assumes the investment of \$100 in our common stock and in each of the two indices on August 13, 2004 and the reinvestment of all dividends, if any. The initial public offering price of our common stock was \$13.00 per share.

### Total Return Performance



Index	Period Ending					
	8/31/04	12/31/04	6/30/05	12/31/05	6/30/06	12/31/06
Cohen & Steers, Inc.	100.00	126.61	162.42	148.51	189.89	325.59
SNL Asset Manager Index	100.00	137.38	148.79	174.72	169.83	202.62
S&P 500	100.00	114.74	113.65	120.20	123.45	139.18

\*The SNL Asset Manager Index currently comprises the following companies: Affiliated Managers Group, Inc.; Alliance Capital Mgmt Holding; BKF Capital Group, Inc.; BlackRock, Inc.; Calamos Asset Management, Inc.; Cohen & Steers, Inc.; Eaton Vance Corp.; Epoch Holding Corp.; Federated Investors, Inc.; Franklin Resources, Inc.; GAMCO Investors, Inc.; Hennessy Advisors, Inc.; Integrity Mutual Funds, Inc.; Janus Capital Group, Inc.; Legg Mason, Inc.; Nuveen Investments, Inc.; SEI Investments Co.; T. Rowe Price Group, Inc.; U.S. Global Investors, Inc.; Value Line, Inc.; W.P. Stewart & Co., Ltd.; Waddell & Reed Financial, Inc.; and Westwood Holdings Group, Inc.

In accordance with the rules of the SEC, this Common Stock Performance Graph shall not be incorporated by reference into any future filings by us under the Securities Exchange Act of 1934, as amended or under the Securities Act of 1933, as amended and shall not be deemed to be soliciting material or to be filed under the Securities Act or the Exchange Act.

### Common Stock Prices

The table below sets forth by quarter the range of high and low sale and quarter-end closing prices for Cohen & Steers common stock and the cash dividends declared per common share since the company's initial public offering on August 13, 2004.

Three Months Ended 2006	March 31	June 30	September 30	December 31
High price	\$24.94	\$27.95	\$33.00	\$40.67
Low price	\$18.60	\$22.69	\$22.51	\$31.09
Cash dividend declared per share	\$0.11	\$0.11	\$0.13	\$0.13

Three Months Ended 2005	March 31	June 30	September 30	December 31
High price	\$19.12	\$20.90	\$23.62	\$20.78
Low price	\$14.80	\$16.07	\$17.93	\$16.57
Cash dividend declared per share	\$0.10	\$0.10	\$0.11	\$0.11

## BOARD OF DIRECTORS

**Martin Cohen**  
Co-chairman and  
co-chief executive officer  
Cohen & Steers, Inc.  
Director since 2004

**Robert H. Steers**  
Co-chairman and  
co-chief executive officer  
Cohen & Steers, Inc.  
Director since 2004

**Richard E. Bruce**<sup>1,2,3</sup>  
Former director, equity capital markets  
Merrill Lynch & Co., Inc.  
Director since 2004

**Peter L. Rhein**<sup>1,2,3</sup>  
General partner  
Sarlot & Rhein  
Director since 2004  
Chair, Audit Committee

**Richard P. Simon**<sup>1,2,3</sup>  
Former managing director  
Goldman, Sachs & Co.  
Director since 2004  
Chair, Nominating and Corporate  
Governance Committee

**Edmond D. Villani**<sup>1,2,3</sup>  
Former vice chairman  
Deutsche Asset Management, North America  
Director since 2004  
Chair, Compensation Committee

## EXECUTIVE MANAGEMENT

**Martin Cohen**  
Co-chairman and  
co-chief executive officer

**Robert H. Steers**  
Co-chairman and  
co-chief executive officer

**Joseph M. Harvey**  
President

**Matthew S. Stadler**  
Executive vice president,  
chief financial officer

**Adam M. Derechin, CFA**  
Executive vice president,  
chief operating officer

**Francis C. Poli**  
Executive vice president,  
general counsel and secretary

**James S. Corl**  
Executive vice president,  
chief investment officer  
for real estate securities

**John J. McCombe**  
Executive vice president,  
director of sales & marketing

### Committee Memberships:

1. Audit Committee
2. Compensation Committee
3. Nominating and Corporate Governance Committee



## Corporate Headquarters

280 Park Avenue, 10<sup>th</sup> Floor

New York, New York 10017

212 832 3232 phone

212 832 3622 fax

800 330 7348

[cohenandsteers.com](http://cohenandsteers.com)

## Offices:

166 Chaussee de la Hulpe

1170 Brussels

Belgium

+32 2 679 0660 phone

21 Sackville Street, 4<sup>th</sup> Floor

London W1S 3DN

United Kingdom

+44 207 460 6350 phone

1202, Citibank Tower

Citibank Plaza

3 Garden Road, Central

Hong Kong

+852 3667 0080 phone

1201 Third Avenue, Suite 3810

Seattle, Washington 98101

206 788 4240 phone

END